Form 3160-3
(April 2004)

CONFIDENTIAL

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires March 31, 2007

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of work: ☑ DRILL ☐ REENTER	5. Lease Serial No. **UTU 011604**
	6. If Indian, Allotee or Tribe Name **n/a**
1b. Type of Well: ☐ Oil Well ☑ Gas Well ☐ Other ☑ Single Zone ☐ Multiple Zone	7. If Unit or CA Agreement, Name and No. **PRICKLY PEAR UNIT**
2. Name of Operator **BILL BARRETT CORPORATION**	8. Lease Name and Well No. **Prickly Pear Unit Fed 8-35-12-15**
3a. Address **1099 18th Street, Suite 2300 Denver CO 80202** 3b. Phone No. *(include area code)* **(303) 312-8120**	9. API Well No. [redacted] 43-007-31185
4. Location of Well *(Report location clearly and in accordance with any State requirements.*)* At surface **SE/4NE/4 2050' FNL & 1057' FEL** 39.721988 At proposed prod. zone **same** 568727X 4394201Y -110.142011	10. Field and Pool, or Exploratory ~~Prickly Pear Unit/Mesaverde~~ Wildcat
	11. Sec., T. R. M. or Blk. and Survey or Area **Section 35-T12S-R15E S.L.B.&M.**
14. Distance in miles and direction from nearest town or post office* **approximately 40 miles northeast of Wellington, Utah**	12. County or Parish **Carbon** 13. State **UT**

15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) **1057'**	16. No. of acres in lease **1760**	17. Spacing Unit dedicated to this well **160 acres; NE/4 Section 35**
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. **approx 2 miles**	19. Proposed Depth **7500'**	20. BLM/BIA Bond No. on file **Nationwide Bond #WYB000040**
21. Elevations (Show whether DF, KDB, RT, GL, etc.) **7136' ungraded ground**	22. Approximate date work will start* **07/10/2006**	23. Estimated duration **60 days**

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No.1, shall be attached to this form:

1. Well plat certified by a registered surveyor.
2. A Drilling Plan.
3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
5. Operator certification
6. Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature	Name *(Printed/Typed)* **Debra K. Stanberry**	Date **05/12/2006**
Title **Permit Specialist**		
Approved by *(Signature)*	Name *(Printed/Typed)* **BRADLEY G. HILL**	Date **05-22-06**
Title	Office **ENVIRONMENTAL MANAGER**	

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

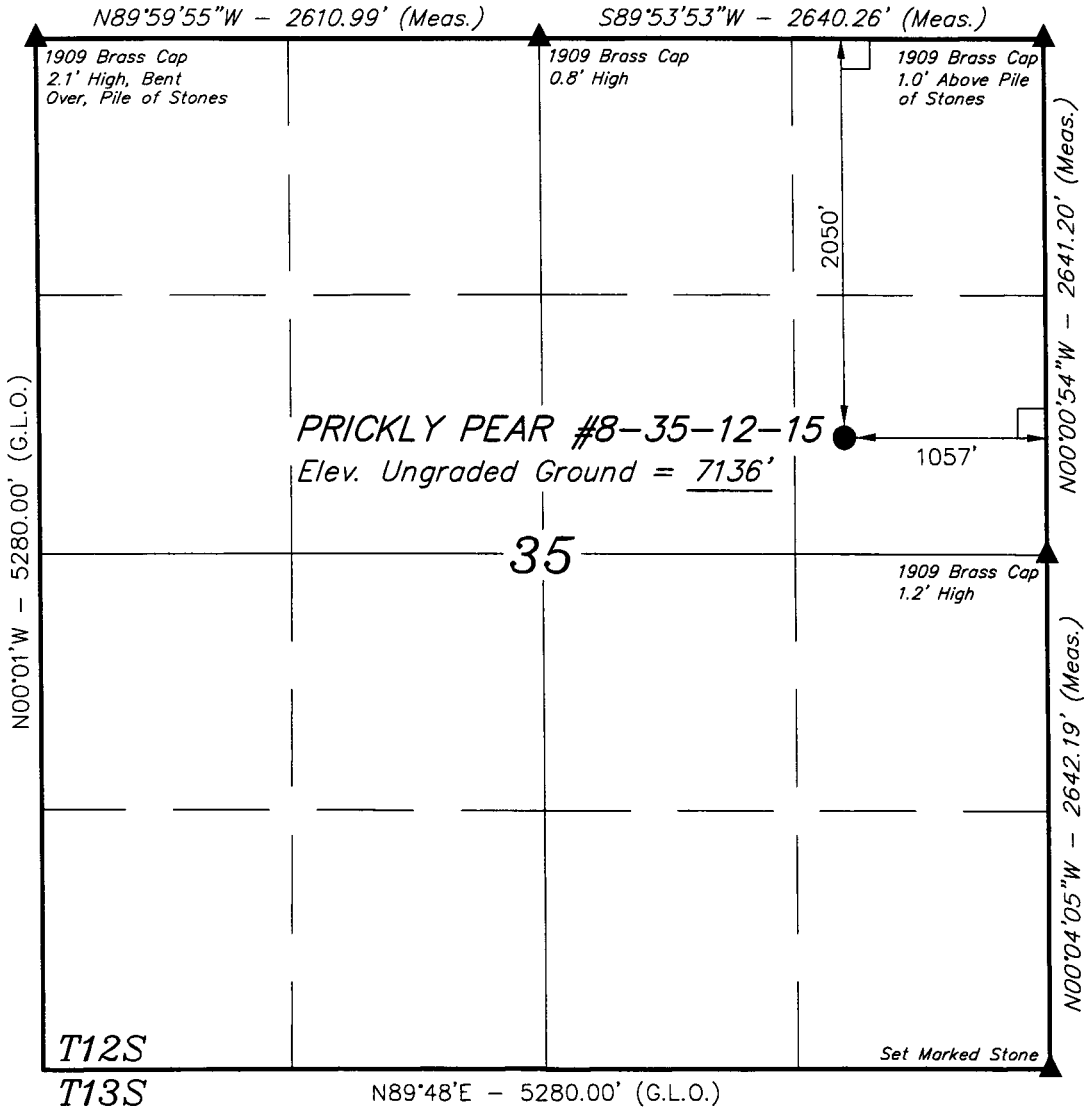
Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

**(Instructions on page 2)*

RECEIVED
MAY 16 2006
DIV. OF OIL, GAS & MINING

Federal Approval of this Action is Necessary

T12S, R15E, S.L.B.&M.



BILL BARRETT CORPORATION

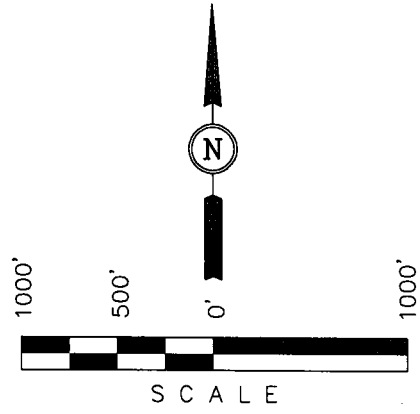
Well location, PRICKLY PEAR #8-35-12-15, located as shown in the SE 1/4 NE 1/4 of Section 35, T12S, R15E, S.L.B.&M. Carbon County, Utah.

BASIS OF ELEVATION

COTTON TRIANGULATION STATION LOCATED IN THE NW 1/4 OF SECTION 31, T12S, R16E, S.L.B.&M. TAKEN FROM THE TWIN HOLLOW QUADRANGLE, UTAH, CARBON COUNTY, 7.5 MINUTE SERIES (TOPOGRAPHICAL MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 7386 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

LEGEND:

└ = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

(AUTONOMOUS NAD 83)
LATITUDE = 39°43'55.13" (39.731981)
LONGITUDE = 110°11'55.20" (110.198667)
(AUTONOMOUS NAD 27)
LATITUDE = 39°43'55.26" (39.732017)
LONGITUDE = 110°11'52.64" (110.197956)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST – VERNAL, UTAH 84078
(435) 789-1017

SCALE: 1" = 1000'	DATE SURVEYED: 12-28-05	DATE DRAWN: 01-04-06
PARTY: D.R. A.H. P.M.	REFERENCES: G.L.O. PLAT	
WEATHER: COLD	FILE: BILL BARRETT CORPORATION	

United States Department of the Interior

BUREAU OF LAND MANAGEMENT
Utah State Office
P.O. Box 45155
Salt Lake City, Utah 84145-0155

IN REPLY REFER TO:
3160
(UT-922)

May 22, 2006

Memorandum

To: Assistant Field Office Manager Resources,
Moab Field Office

From: Michael Coulthard, Petroleum Engineer

Subject: 2006 Plan of Development Prickly Pear Unit Carbon County, Utah.

Pursuant to email between Diana Whitney, Division of Oil, Gas and Mining, and Mickey Coulthard, Utah State Office, Bureau of Land Management, the following wells are planned for calendar year 2006 within the Prickly Pear Unit, Carbon County, Utah.

API #	WELL NAME	LOCATION

(Propsed PZ Price River)

43-007-31185 P Pear U Fed 8-35-12-15 Sec 35 T12S R15E 2050 FNL 1057 FEL

43-007-31192 P Pear U Fed 9-18D-12-15 Sec 18 T12S R15E 0607 FSL 1938 FEL
BHL Sec 18 T12S R15E 1980 FSL 0660 FEL

This office has no objection to permitting the wells at this time.

/s/ Michael L. Coulthard

bcc: File – Prickly Pear Unit
Division of Oil Gas and Mining
Central Files
Agr. Sec. Chron

HAZARDOUS MATERIAL DECLARATION

FOR WELL NO. Prickly Pear Unit Federal #8-35-12-15 *LEASE NO. UTU 011604*

Bill Barrett Corporation guarantees that during the drilling and completion of the above referenced well, we will not use, produce, or store, transport or dispose 10,000# annually of any of the hazardous chemicals contained in the Environmental Protection Agency's consolidated list of chemicals subject to reporting under Title III Super Amendments and Reauthorization Act (SARA) of 1986.

Bill Barrett Corporation guarantees that during the drilling and completion of the above referenced well, we will use, produce, store, transport, or dispose less than the threshold planning quantity (TPQ) of any extremely hazardous substances as defined in 40 CFR 355.

DRILLING PLAN

BILL BARRETT CORPORATION
Prickly Pear Unit Federal #8-35-12-15
SENE, 2050' FNL & 1057' FEL, Section 35-T12S-R15E
Carbon County, Utah

1,2,3 ***Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals***

Formation	Depth
Green River	Surface
Wasatch	2900'*
North Horn	4750'*
Dark Canyon	6400'*
Price River	6550'*
TD	7500'*

**PROSPECTIVE PAY*
Members of the Mesaverde formation, the Wasatch and the North Horn are primary objectives for oil/gas.

4 ***Casing Program***

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
12 ¼"	surface	1,000'	9 5/8"	36#	J or K 55	ST&C	New
7 7/8"	surface	7,500'	5 ½"	17#	N-80	LT&C	New
Note: Pending evaluation of anticipated stress on the production casing, BBC may use 5 ½", 20# P-110 LT&C production casing instead of the 17# N-80. BBC is also evaluating the benefit of using 4-1/2", 11.6#, I-80, LT&C production casing and wishes to have that option approved in this APD. The 4-1/2" casing design sheet is included in this package. Cement volumes would be adjusted accordingly.							

5 ***Cementing Program***

9 5/8" Surface Casing	Approximately 240 sx Halliburton Light Premium with additives mixed at 12.7 ppg (yield = 1.85 ft^3/sx) and 170 sx Premium cement with additives mixed at 15.8 ppg (yield = 1.16 ft^3/sx) circulated to surface with 100% excess
5 ½" Production Casing	Approximately 760 sx 50/50 Poz Premium cement with additives mixed at 13.4 ppg (yield = 1.49 ft^3/sx). Top of cement to be determined by log and sample evaluation; estimated TOC 2500'.

6. *Mud Program*

Interval	*Weight*	*Viscosity*	*Fluid Loss (API filtrate)*	*Remarks*
0 – 40'	*8.3 – 8.6*	*27 – 40*	*--*	*Native Spud Mud*
40' – 1000'	*8.3 – 8.6*	*27 – 40*	*15 cc or less*	*Native/Gel/Lime*
1000' – TD	*8.6 – 9.5*	*38-46*	*15 cc or less*	*LSND/DAP*
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. *BOP and Pressure Containment Data*

Depth Intervals	*BOP Equipment*
0 – 1000'	*No pressure control required*
1000' – TD	*11" 3000# Ram Type BOP* *11" 3000# Annular BOP*
- Drilling spool to accommodate choke and kill lines;	
- Ancillary and choke manifold to be rated @ 3000 psi;	
- Ancillary equipment and choke manifold rated at 3,000#. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up to operate most efficiently in this manner.	

8. *Auxiliary equipment*

a) Upper kelly cock; lower Kelly cock will be installed while drilling
b) Inside BOP or stab-in valve (available on rig floor)
c) Safety valve(s) and subs to fit all string connections in use
d) Mud monitoring will be visually observed

9. *Testing, Logging and Core Programs*

Cores	*None anticipated;*
Testing	*None anticipated; drill stem tests may be run on shows of interest;*
Sampling	*30' to 50' samples; surface casing to TD. Preserve samples all show intervals;*
Surveys	*Run every 1000' and on trips, slope only;*
Logging	*DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface).*

10. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 3705 psi and maximum anticipated surface pressure equals approximately 2055 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).*

**Max Mud Wt x 0.052 x TD = A (bottom hole pressure)*
***Maximum surface pressure = A – (0.22 x TD)*

11. Drilling Schedule

Spud:	*Approximately July 10, 2006*
Duration:	*20 days drilling time*
	20 days completion time

Well name:	**Utah: West Tavaputs Field**
Operator:	**Bill Barrett**
String type:	Surface
Location:	Carbon County, UT

Design parameters:

Collapse

Mud weight: 9.50 ppg

Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 2,735 psi

Internal gradient: 0.22 psi/ft

Calculated BHP 2,955 psi

Annular backup: 9.50 ppg

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Tension:

8 Round STC:	1.80 (J)
8 Round LTC:	1.80 (J)
Buttress:	1.80 (J)
Premium:	1.80 (J)
Body yield:	1.80 (B)

Tension is based on buoyed weight.

Neutral point: 859 ft

Environment:

H2S considered?	No
Surface temperature:	75.00 °F
Bottom hole temperature:	89 °F
Temperature gradient:	1.40 °F/100ft
Minimum section length:	1,000 ft

Cement top: Surface

Non-directional string.

Re subsequent strings:

Next setting depth:	10,000 ft
Next mud weight:	9.500 ppg
Next setting BHP:	4,935 psi
Fracture mud wt:	10.000 ppg
Fracture depth:	10,000 ft
Injection pressure	5,195 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft^3)
1	1000	9.625	36.00	J/K-55	ST&C	1000	1000	8.796	71.2

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	493	2020	4.094	2735	3520	1.29	31	453	14.64 J

Prepared by: Dominic Spencer / Bill Barrett

Phone: (303) 312-8143

FAX: (303) 312-8195

Date: August 1,2003

Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 1000 ft, a mud weight of 9.5 ppg The casing is considered to be evacuated for collapse purposes.

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	**Utah: West Tavaputs**
Operator:	**Bill Barrett**
String type:	Production
Location:	Carbon County, UT

Design parameters:

Collapse

Mud weight: 9.50 ppg

Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 4,705 psi

Internal gradient: 0.02 psi/ft

Calculated BHP 4,935 psi

Annular backup: 9.50 ppg

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Tension:

8 Round STC:	1.80 (J)
8 Round LTC:	1.80 (J)
Buttress:	1.80 (J)
Premium:	1.80 (J)
Body yield:	1.80 (B)

Tension is based on buoyed weight.

Neutral point: 8,559 ft

Environment:

H2S considered?	No
Surface temperature:	75.00 °F
Bottom hole temperature:	215 °F
Temperature gradient:	1.40 °F/100ft
Minimum section length:	1,500 ft

Cement top: 2,375 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	10000	5.5	17.00	N-80	LT&C	10000	10000	4.767	344.6

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	4935	6290	1.275	4705	7740	1.65	146	348	2.39 J

Prepared by: Dominic Spencer / Bill Barrett

Phone: (303) 312-8143

FAX: (303) 312-8195

Date: August 1,2003

Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 10000 ft, a mud weight of 9.5 ppg The casing is considered to be evacuated for collapse purposes.

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	**West Tavaputs General**
Operator:	**Bill Barrett**
String type:	Production
Location:	Carbon County, Utah

Design parameters:

Collapse

Mud weight: 9.50 ppg

Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 2,226 psi
Internal gradient: 0.22 psi/ft
Calculated BHP 4,016 psi

No backup mud specified.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Tension:

8 Round STC:	1.80 (J)
8 Round LTC:	1.80 (J)
Buttress:	1.60 (J)
Premium:	1.50 (J)
Body yield:	1.50 (B)

Tension is based on buoyed weight.
Neutral point: 7,560 ft

Environment:

H2S considered?	No
Surface temperature:	75.00 °F
Bottom hole temperature:	189 °F
Temperature gradient:	1.40 °F/100ft
Minimum section length:	1,500 ft
Cement top:	2,500 ft

Directional Info - Build & Drop

Kick-off point	1000 ft
Departure at shoe:	2165 ft
Maximum dogleg:	2 °/100ft
Inclination at shoe:	0 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft^3)
1	8730	5.5	20.00	P-110	LT&C	8138	8730	4.653	353.3

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	4016	11100	2.764	4016	12630	3.14	139	548	3.93 J

Prepared by: Dominic Spencer
Bill Barrett Corporation
Phone: (303) 312-8143
FAX: (303) 312-8195
Date: August 25,2004
Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 8138 ft, a mud weight of 9.5 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a tensile load which is added to the axial load.

Well name: **West Tavaputs General**
Operator: **Bill Barrett Corporation**
String type: Production

Design parameters:

Collapse
Mud weight: 9.50 ppg

Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 2,735 psi
Internal gradient: 0.22 psi/ft
Calculated BHP 4,935 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.80 (J)
Premium: 1.80 (J)
Body yield: 1.80 (B)

Tension is based on buoyed weight.
Neutral point: 8,580 ft

Environment:
H2S considered? No
Surface temperature: 60.00 °F

Bottom hole temperature: 200 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,500 ft
Cement top: 2,500 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	10000	4.5	11.60	I-80	LT&C	10000	10000	3.875	231.8

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	4935	6350	1.287	4935	7780	1.58	100	223	2.24 J

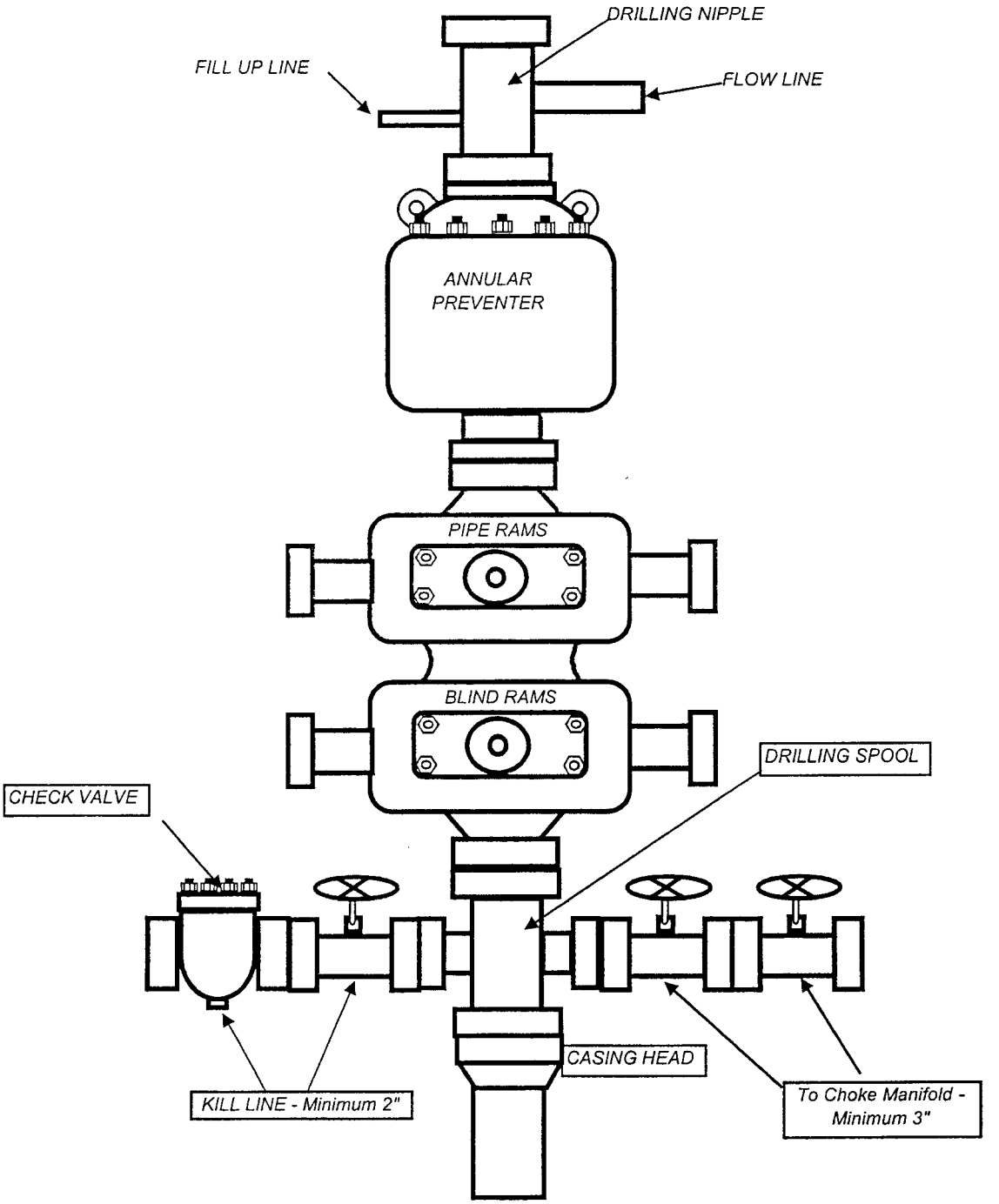
Prepared by: Dominic Spencer / Bill Barrett
Phone: (303) 312-8143
FAX: (303) 312-8195
Date: December 13,2005
Denver, Colorado

Remarks:
Collapse is based on a vertical depth of 10000 ft, a mud weight of 9.5 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

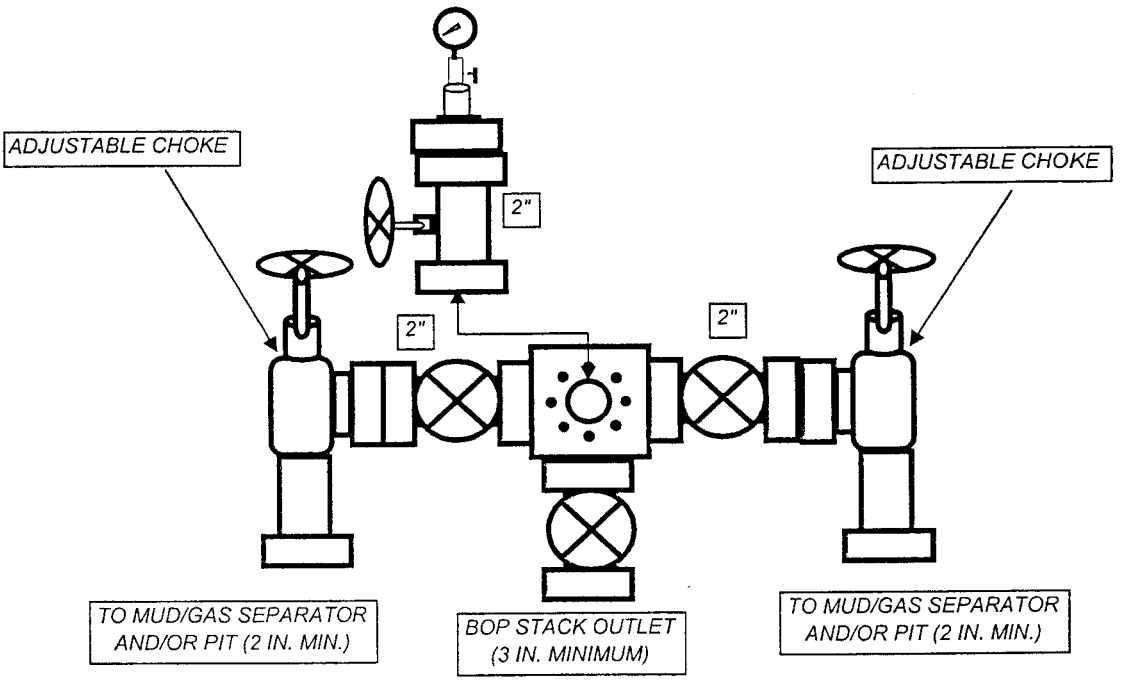
BILL BARRETT CORPORATION

TYPICAL 3,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 3,000 p.s.i. CHOKE MANIFOLD



3. *PRESSURE CONTROL EQUIPMENT – Schematic Attached*

A. *Type: Eleven (11) Inch Double Gate Hydraulic BOP with Eleven (11) Inch Annular Preventer. The blow out preventer will be equipped as follows:*

1. *One (1) blind ram (above).*
2. *One (1) pipe ram (below).*
3. *Drilling spool with two (2) side outlets (choke side 3-inch minimum, kill side 2-inch minimum).*
4. *3-inch diameter choke line.*
5. *Two (2) choke line valves (3-inch minimum).*
6. *Kill line (2-inch minimum).*
7. *Two (2) chokes.*
8. *Two (2) kill line valves, one of which shall be a check valve (2-inch minimum).*
9. *Upper kelly cock valve with handles available.*
10. *Safety valve(s) & subs to fit all drill string connections in use.*
11. *Pressure gauge on choke manifold.*
12. *Fill-up line above the uppermost preventer.*

B. *Pressure Rating: 3,000 psi*

C. *Testing Procedure:*

Annular Preventer

At a minimum, the Annular Preventer will be pressure tested to 50% of the rated working pressure for a period of ten (10) minutes or until provisions of the test are met, whichever is longer.

At a minimum the above pressure test will be performed:

1. *When the annular preventer is initially installed;*
2. *Whenever any seal subject to test pressure is broken;*
3. *Following related repairs; and*
4. *At thirty (30) day intervals.*

In addition, the Annular Preventer will be functionally operated at least weekly.

Blow-Out Preventer

At a minimum, the BOP, choke manifold, and related equipment will be pressure tested to the approved working pressure of the BOP stack (if isolated from the surface casing by a test plug) or to 70% of the internal yieldstrength of the surface casing (if the BOP is not isolated from the casing by a test plug).

Pressure will be maintained for a period of at least ten (10) minutes or until the requirmentsof the test are met, whichever is longer.

At a minimum, the above pressure test will be performed:

1. *When the BOP is initially installed;*
2. *Whenever any seal subject to test pressure is broken;*
3. *Following related repairs; and*
4. *At thirty (30) day intervals.*

In addition the pipe and blind rams will be activated each trip, but not more than once each day. All BOP drills and tests will be recorded in the IADC driller's log.

D. *Choke Manifold Equipment:*

All choke lines will be straight lines unless turns use tee blocks or are targeted with running tees, and will be anchored to prevent whip and vibration.

E. *Accumulator:*

The accumulator will have sufficient capacity to open the hydraulically-controlled choke line valve (if so equipped), close all rams plus the annular preventer, and retain a minimum of 200 psi above precharge on the closing manifold without the use of closing unit pumps. The fluid reservoir capacity will be double the usable fluid volume of the accumulator system capacity and the fluid level of the reservoir will be maintained at the manufacturer's recommendations.

The BOP system will have two (2) independent power sources to close the preventers. Nitrogen bottles (3 minimum) will be one (1) of these independent power sources and will maintain a charge equal to the manufacturer's specifications.

The accumulator precharge pressure test will be conducted prior to connecting the closing unit to the BOP stack and at least once every six (6) months thereafter. The accumulator pressure will be corrected if the measured precharge pressure is found to be above or below the maximum or minimum limits specified in the Onshore Oil & Gas Order Number 2.

A manual locking device (i.e. hand wheels) or automatic locking device will be installed on all systems of 2M or greater. A valve will be installed in the closing line as close as possible to the annular preventer to act as a locking device. This valve will be maintained in the open position and will be closed only when the power source for the accumulator is inoperative.

Remote controls shall be readily accessible to the driller. Remote controls for all 3M or greater systems will be capable of closing all preventers. Remote controls for 5M or greater systems will be capable of both opening and closing all preventers. Master controls will be at the accumulator and will be capable of opening and closing all preventers and the choke line valve (if so equipped).

F. Miscellaneous Information:

The Blow-Out Preventer and related pressure control equipment will be installed, tested and maintained in compliance with the specifications in and requirements of Onshore Oil & Gas Order Number 2. The choke manifold and BOP extension rods with hand wheels will be located outside the rig sub-structure. The hydraulic BOP closing unit will be located at least twenty-five (25) feet from the well head but readily accessible to the driller. Exact locations and configurations of the hydraulic BOP closing unit will depend upon the particular rig contracted to drill this hole.

A flare line will be installed after the choke manifold, extending 125 feet (minimum) from the center of the drill hole to a separate flare pit.

SURFACE USE PLAN

BILL BARRETT CORPORATION
Prickly Pear Unit Federal #8-35-12-15
SE/4NW/4, 2050' FNL & 1057' FEL, Section 35-T12S-R15E, S.L.B.&M.
Carbon County, Utah

The dirt contractor will be provided with an approved copy of the surface use plan of operations before initiating construction.

1. *Existing Roads:*

   A. *This proposed well will be drilled from a new well pad disturbance. The proposed well site is located approximately 40 miles northeast of Wellington, Utah.*

   B. *Maps reflecting directions to the proposed well site and identifying the proposed pipeline have been included (see Topo maps B and D).*

   C. *The use of roads under State and County Road Department maintenance is necessary to access the Prickly Pear Unit. However, an encroachment permit is not anticipated since no upgrades to the State or County road systems are proposed at this time.*

   D. *All existing roads will be maintained and kept in good repair during all phases of operation.*

   E. *Vehicle operators will obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions.*

   F. *Since no improvements are anticipated to the State, County or BLM access roads, no topsoil stripping will occur.*

   G. *An off-lease federal right-of-way for the access road and utility corridor is not anticipated at this time since existing roads are being utilized into the Prickly Pear Unit area. All new construction will be within the Unit.*

2. *Planned Access Road:*

   A. *From the existing gravel surfaced BBC maintained road located in the NW/4SW/4 Section 36-T12S-R15E, an access is proposed trending north/northwest approximately 1,850' to the proposed well site. A road design plan is not anticipated at this time.*

   B. *The upgraded access road will consist of a 16' travel surface within a 32' disturbed area.*

   C. *BLM approval to construct this access road to our well site is requested with this application.*

   D. *A maximum grade of 10% will be maintained throughout the project with no cuts and fills required to access the well.*

   E. *No turnouts are proposed since the access road, approximately 4/10^{ths} of a mile long, has adequate site distance in all directions. Good site distance exists along this road*

and along the existing access roads mentioned above. There is adequate area to pull over on these roads to let oncoming traffic pass if necessary. In the event that a "turnout" would be needed, oilfield roads going to individual wellpads within the Unit are readily available to be used for this purpose.

F. *18" diameter culverts will be installed as necessary. Adequate drainage structures will be incorporated into the remainder of the road. One low-water crossing has been identified as shown on Topo B and will be installed during road construction.*

G. *No surfacing material will come from Federal or Indian lands. BBC believes adequate gravel material exists in Section 16 to accommodate our needs.*

H. *No gates or cattle guards are anticipated at this time.*

I. *Surface disturbance and vehicular travel will be limited to the approved location access road. Speed limit signs are posted along the existing roads to get to this 8-35-12-15 wellpad.*

J. *All access roads and surface disturbing activities will conform to the standards outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development. (1989)*

K. *The operator will be responsible for all maintenance of the access road including drainage structures. It is BBC's intent to constantly maintain the access roads to our wellsite.*

3. *Location of Existing Wells:*

A. *Following is a list of existing wells within a one-mile radius of the proposed well:*

i.	water wells	none
ii.	injection wells	none
iii.	disposal wells	none
iv.	drilling wells	none
v.	temp shut-in wells	none
vi.	producing wells	none
vii.	abandoned wells	none
viii.	wells drilled, waiting on completion	none

4. *Location of Production Facilities:*

A. Permanent structures will be painted a flat, non-reflective Olive Black to match the standard environmental colors. All facilities will be painted within six months of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.

B. *Site security guidelines identified in 43 CFR 3163.7-5 and Onshore Oil and Gas Order No. 3 will be adhered to.*

C. *A gas meter run will be constructed and located on lease within 500 feet of the wellhead. Meter runs will be housed and/or fenced. All gas production and*

measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.

D. *A tank battery(s) will be constructed on this lease; it will be surrounded by a dike sufficient to contain the storage capacity of 1.5 times the largest tank. All loading lines and valves will be placed inside the berm surrounding the tank battery. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-3 and Onshore Oil and Gas Order No. 4 and Onshore Oil and Gas Order No. 5 for natural gas production and measurement.*

E. *Any necessary pits will be properly fenced to prevent any wildlife and livestock entry.*

F. *All access roads will be maintained as necessary to prevent erosion and accommodate year-round traffic. The roads will be maintained in a safe, useable condition.*

G. *The site will require periodic maintenance to ensure that drainages are kept open and free of debris, ice and snow, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.*

H. *A gas pipeline (approximately 760' of up to 10" pipe) is associated with this application and is being applied for at this time. The proposed gas pipeline corridor will leave the south end of the well site and traverse south to the existing 12" pipeline corridor in the NENE of Section 35-T12S-R15E. At this time it is anticipated that the majority of this line will be on the surface.*

I. *The gas pipeline will be up to a 10" steel surface line within a 20' wide utility corridor on the south side of the proposed access road. The use of the proposed well site and access road will facilitate the staging of the pipeline construction. A new pipeline length of approximately 760' is associated with this well.*

J. *BBC intends on installing the pipeline on the surface by welding joints into long lengths, dragging the long lengths into position and then completing a final welding pass to join the lengths together. BBC intends on connecting the pipeline together utilizing conventional welding technology.*

5. *Location and Type of Water Supply:*

A. *Bill Barrett Corporation will utilize an existing water well located on BLM lands in the SW/4SE/4 Section 13-T12S-R14E. BBC was granted this authorization by the State of Utah Application Number #90-1826 (T74077) on August 20, 2002. A temporary application was filed and is effective August 2005 for increased acre feet of use due to current water availability and increasing the area in which this water may be utilized; Temporary Application #90-1840 (T75896). In addition, if necessary, BBC may utilize its existing water rights for Nine Mile Creek consistent with approvals granted for such by the Utah State Engineers office.*

6. *Source of Construction Material:*

   A. *The use of materials will conform to 43 CFR 3610.2-3.*

   B. *No construction materials will be removed from BLM.*

   C. *If any gravel is used, it will be obtained from a state approved gravel pit. BBC has in place several Materials Permits authorized by SITLA.*

7. *Methods of Handling Waste Disposal:*

   A. *All wastes associated with this application will be contained and disposed of utilizing approved facilities.*

   B. *Drill cuttings will be contained and buried on site.*

   C. *The reserve pit will be located outboard of the location and along the west side of the pad.*

   D. *The reserve pit will be constructed so as not to leak, break or allow any discharge.*

   E. *The reserve pit will be lined with 12 mil minimum thickness plastic nylon reinforced liner material. The liner will overlay a felt-liner pad only if rock is encountered during excavation. The pit liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. No trash, scrap pipe, etc., that could puncture the liner will be disposed of in the pit. Pit walls will be sloped no greater than 2:1. A minimum 2-foot freeboard will be maintained in the pit at all times during the drilling and completion operations.*

   F. *The reserve pit has been located in cut material. Three sides of the reserve pit will be fenced before drilling starts. The fourth side will be fenced as soon as drilling is completed and shall remain until the pit is dry. After the reserve pit has dried, all areas not needed for production will be rehabilitated.*

   G. *No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount greater than 10,000 pounds will be used, produced, stored, transported or disposed of annually in association with the drilling, testing or completion of the well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities will be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the well.*

   H. *Trash will be contained in a trash cage and hauled away to an approved disposal site as necessary but no later than at the completion of drilling operations. The contents of the trash container will be hauled off periodically to the approved Carbon or Uintah County Landfill.*

   I. *Produced fluids from the well other than water will be produced into a test tank until such time as construction of production facilities is completed. Any spills of oil, gas, salt water or other produced fluids will be cleaned up and removed.*

J. After initial clean-up, a 400 barrel tank will be installed to contain produced waste water. After first production, produced wastewater will be confined to a lined pit or storage tank for a period not to exceed ninety (90) days. Thereafter, produced water will be trucked to R & I Disposal, a State approved disposal facility.

K. Any salts and/or chemicals, which are an integral part of the drilling system, will be disposed of in the same manner as the drilling fluid.

L. Sanitary facilities will be on site at all times during operations. Sewage will be placed in a portable chemical toilet and the toilet replaced periodically utilizing a licensed contractor to transport by truck the portable chemical toilet so that its contents can be delivered to the Price or Vernal Wastewater Treatment Facility in accordance with state and county regulations.

M. Any liquid hydrocarbons produced during completion work will be contained in test tanks on the well location. The tanks will be removed from location at a later date.

N. A flare pit may be constructed a minimum of 110' from the wellhead and may be used during completion work. In the event a flare pit proves to be unworkable in this situation, a flare stack will be installed. BBC will flow back as much fluid and gas as possible into pressurized vessels, separating the fluid from the gas. The fluid will then be either returned to the reserve pit or placed into a tank. Gas will be then directed into the flare pit or the flare stack and a constant source of ignition will be on site. This should eliminate any fires in and around the reserve pit.

O. Any hydrocarbons floating on the surface of the reserve pit will be removed as soon as possible after drilling and completion operations are finished.

P. If hydrocarbons are present on the reserve pit and are not removed shortly after drilling or completion operations cease, the reserve pit will be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

8. Ancillary Facilities:

A. Garbage containers and portable toilets are the only ancillary facilities proposed in this application

9. Well Site Layout:

A. The well will be properly identified in accordance with 43 CFR 3162.6.

B. Access to the well pad will be from the south onto the southeast corner of the pad.

C. The pad and road designs are consistent with BLM specifications.

D. The pad has been staked at its maximum size of 375' x 270'; however, it will be constructed smaller if possible, depending upon rig availability. Should the layout change, this application will be amended and approved utilizing a Sundry Notice.

E. All surface disturbing activities will be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

F. All cut and fill slopes will be such that stability can be maintained for the life of the activity.

G. Diversion ditches will be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.

H. The site surface will be graded to drain away from the pit to avoid pit spillage during large storm events.

I. The stockpiled topsoil (first 6 inches or maximum available) will be stored in a windrow on the uphill side of the location to prevent any possible contamination. All topsoil will be stockpiled for reclamation in such a way as to prevent soil loss and contamination.

J. Pits will remain fenced until site cleanup.

K. The blooie line will be located at least 100 feet from the well head.

L. Water injection may be implemented if necessary to minimize the amount of fugitive dust.

10. Plan for Restoration of the Surface:

A. Site reclamation for a producing well will be accomplished for portions of the site not required for the continued operation of the well.

B. The operator will control noxious weeds along access road use authorizations, pipeline route authorizations, well sites or other applicable facilities by spraying or mechanical removal. A list of noxious weeds may be obtained from the BLM or the appropriate county extension office. On BLM administered land it is required that a Pesticide Use Proposal be submitted and approved prior to the application of herbicides, pesticides or possibly hazardous chemicals.

C. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit will be allowed to dry prior to the commencement of backfilling work. No attempts will be made to backfill the reserve pit until the pit is free of standing water. Once the reserve pit is dry, the plastic nylon reinforced liner shall be torn and perforated before backfilling of the reserve pit. Rat and mouse holes will be filled and compacted from bottom to top immediately upon release of the drilling rig from location.

D. The reserve pit and that portion of the location not needed for production facilities/operations will be recontoured to the approximate natural contours. Areas not used for production purposes will be backfilled and blended into the surrounding terrain, reseeded and erosion control measures installed. Erosion control measures will be adhered to after slope reduction. Mulching, erosion control measures and

fertilization may be required to achieve acceptable stabilization. Back slopes and fore slopes will be reduced as practical and scarified with the contour. The reserved topsoil will be evenly distributed over the slopes and scarified along the contour. Slopes will be seeded with the BLM specified seed mix. Reclamation operations for the well pad are expected to require one week and will begin when the fluids in the reserve pit have evaporated. Seeding will take place either during the fall (prior to ground frost) or spring (after frost leaves the ground) months. Restoration of un-needed portions of the pad will commence as soon as practical after the installation of production facilities.

E. *The cut and fill slopes and all other disturbed areas not needed for the production operation will be top-soiled and revegetated. Prior to reseeding, all disturbed areas will be scarified and left with a rough surface. The site will then be seeded and/or planted as prescribed by the BLM. The BLM recommended seed mix will be detailed within their approval documents. Topsoil salvaged from the drill site and stored for more than one year will be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the BLM prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.*

F. *Salvaged topsoil from the road (if any) and the drill site will be evenly re-spread over cut and fill surfaces not actively used during the production phase. Upon final reclamation at the end of the project life, topsoil spread on these surfaces will be used for the overall reclamation effort.*

11. *Surface and Mineral Ownership:*

A. *Surface ownership – Federal under the management of the Bureau of Land Management – Price Field Office, 125 South 600 West, Price Utah 84078; (435) 636-3600.*

B. *Mineral ownership – Federal under the management of the Bureau of Land Management – Price Field Office, 125 South 600 West, Price Utah 84078; (435) 636-3600.*

12. *Other Information:*

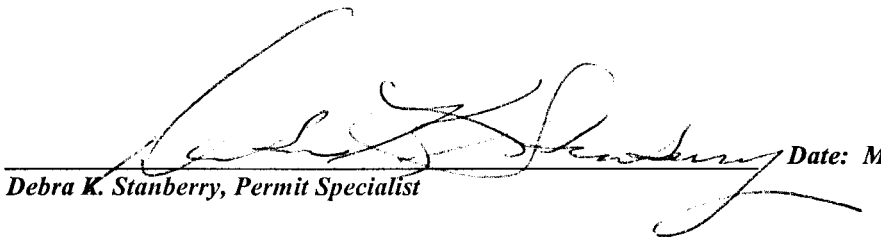
A. *Montgomery Archaeological Consultants has conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as MOAC Report No. 06-161 dated April 25, 2006.*

13. *Operator's Representative and Certification:*

Title	*Name*	*Office Phone*
Company Representative (Roosevelt)	*Fred Goodrich*	*(435) 725-3515*
Company Representative (Denver)	*Debbie Stanberry*	*(303) 312-8120*

Certification:

I hereby certify that the statements made in this plan are, to the best of my knowledge and belief, true and correct; and that the work associated with the operations proposed herein will be performed by Bill Barrett Corporation and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.



Debra K. Stanberry, Permit Specialist *Date: May 12, 2006*

BILL BARRETT CORPORATION

PRICKLY PEAR #8-35-12-15

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 35, T12S, R15E, S.L.B.&M.

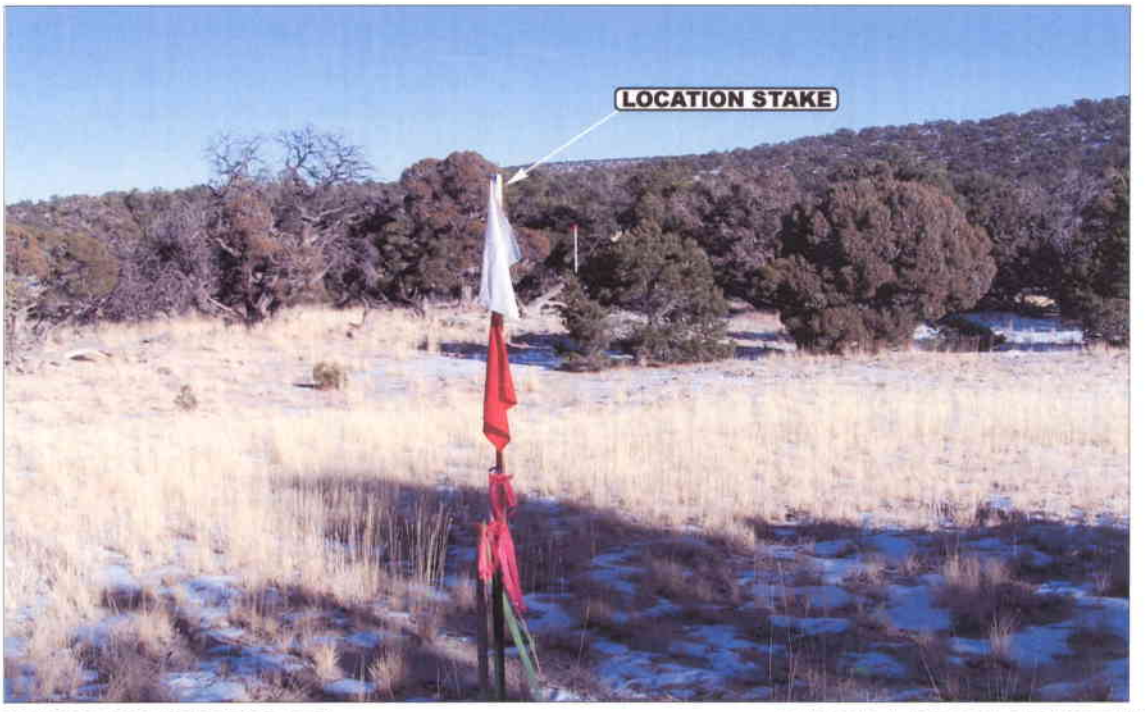


PHOTO: VIEW OF LOCATION STAKE **CAMERA ANGLE: NORTHEASTERLY**

PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS **CAMERA ANGLE: WESTERLY**

- Since 1964 -
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

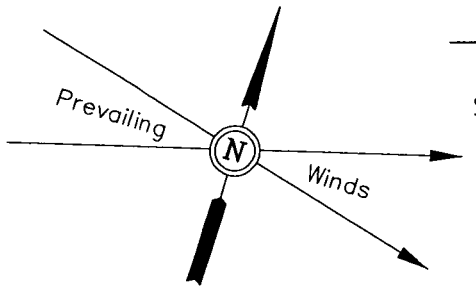
LOCATION PHOTOS	01 MONTH	05 DAY	06 YEAR	PHOTO
TAKEN BY: D.R.	DRAWN BY: C.H.	REVISED: 00-00-00		

BILL BARRETT CORPORATION

FIGURE #1

LOCATION LAYOUT FOR

PRICKLY PEAR #8-35-12-15
SECTION 35, T12S, R15E, S.L.B.&M.
2050' FNL 1057' FEL



SCALE: 1" = 60'
DATE: 01-04-06
DRAWN BY: P.M.

NOTE:
Flare Pit is to be located a min. of 100' from the Well Head.

CONSTRUCT DIVERSION DITCH

C-2.5'
El. 37.3'

F-5.6'
El. 29.2'

Topsoil Stockpile

Sta. 3+75

GRADE
El. 34.8'

Round Corners as Needed

DATA

175'

Approx. Top of Cut Slope

CATWALK

PIPE RACKS

Approx. Toe of Fill Slope

FLARE PIT

El. 39.2'
C-4.4'

C-0.7'
El. 35.5'

El. 56.4'
C-29.6'
(Btm. Pit)

100'

10'

45'

DOG HOUSE

125'

Sta. 2+00

F-5.9'
El. 28.9'

C-4.8'
El. 39.6'

RIG

WATER

TRAILER

PUMP

TOILET

RESERVE PIT
8' DEEP

MUD TANKS

MUD SHED

HOPPER

FUEL

10' WIDE BENCH

200'

1 1/2:1 Slope

POWER

TOOLS

FUEL

Topsoil Stockpile

Total Pit Capacity
W/2' of Freeboard
= 16,830 Bbls.±
Total Pit Volume
= 4,910 Cu. Yds

Sta. 0+50

200'

C-6.0'
El. 40.8'

C-1.9'
El. 36.7'

STORAGE TANK

El. 50.0'
C-23.2'
(Btm. Pit)

TRASH

10'

Sta. 0+00

C-5.9'
El. 40.7'

F-6.9'
El. 27.9'

Reserve Pit Backfill & Spoils Stockpile

Proposed Access Road

NOTES:

Elev. Ungraded Ground At Loc. Stake = 7135.5'

FINISHED GRADE ELEV. AT LOC. STAKE = 7134.8'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR

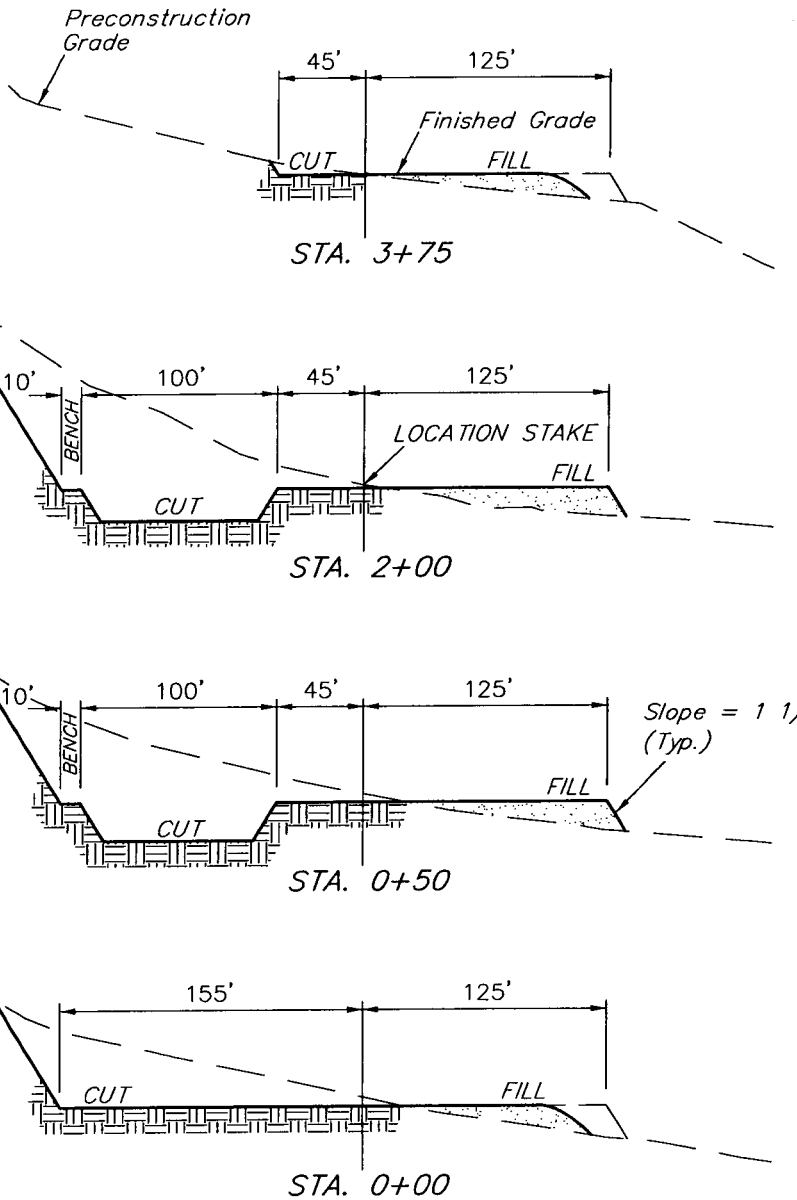
PRICKLY PEAR #8-35-12-15
SECTION 35, T12S, R15E, S.L.B.&M.
2050' FNL 1057' FEL

FIGURE #2

1" = 40' X-Section Scale

1" = 100'

DATE: 01-04-06
DRAWN BY: P.M.



NOTE:
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

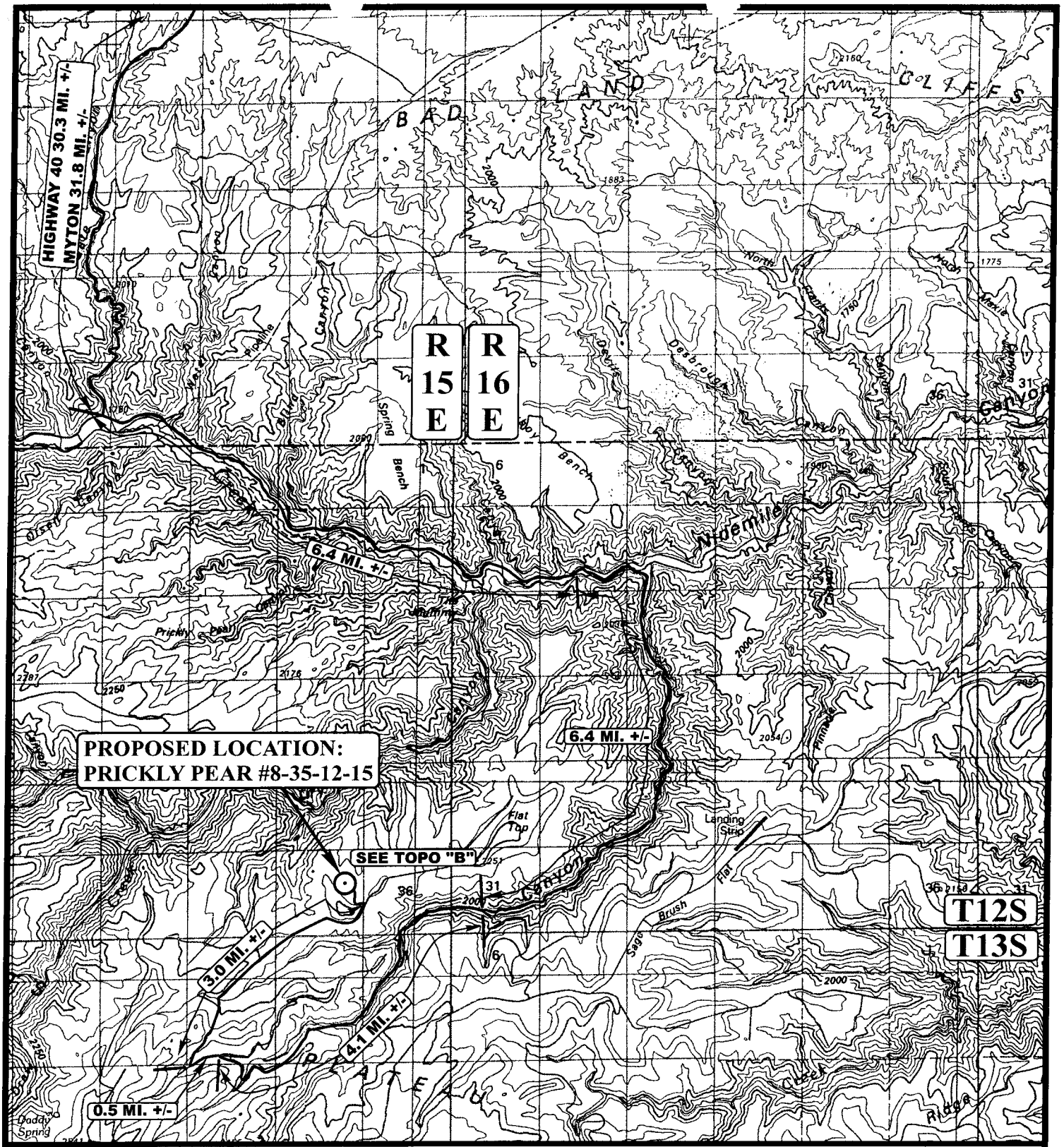
APPROXIMATE YARDAGES

CUT

(6") Topsoil Stripping	= 2,170	Cu. Yds.
Remaining Location	= 24,590	Cu. Yds.
TOTAL CUT	= 26,760	CU.YDS.
FILL	= 6,390	CU.YDS.

EXCESS MATERIAL	= 20,370	Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 4,630	Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	= 15,740	Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
*85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017*



LEGEND:

⊙ PROPOSED LOCATION

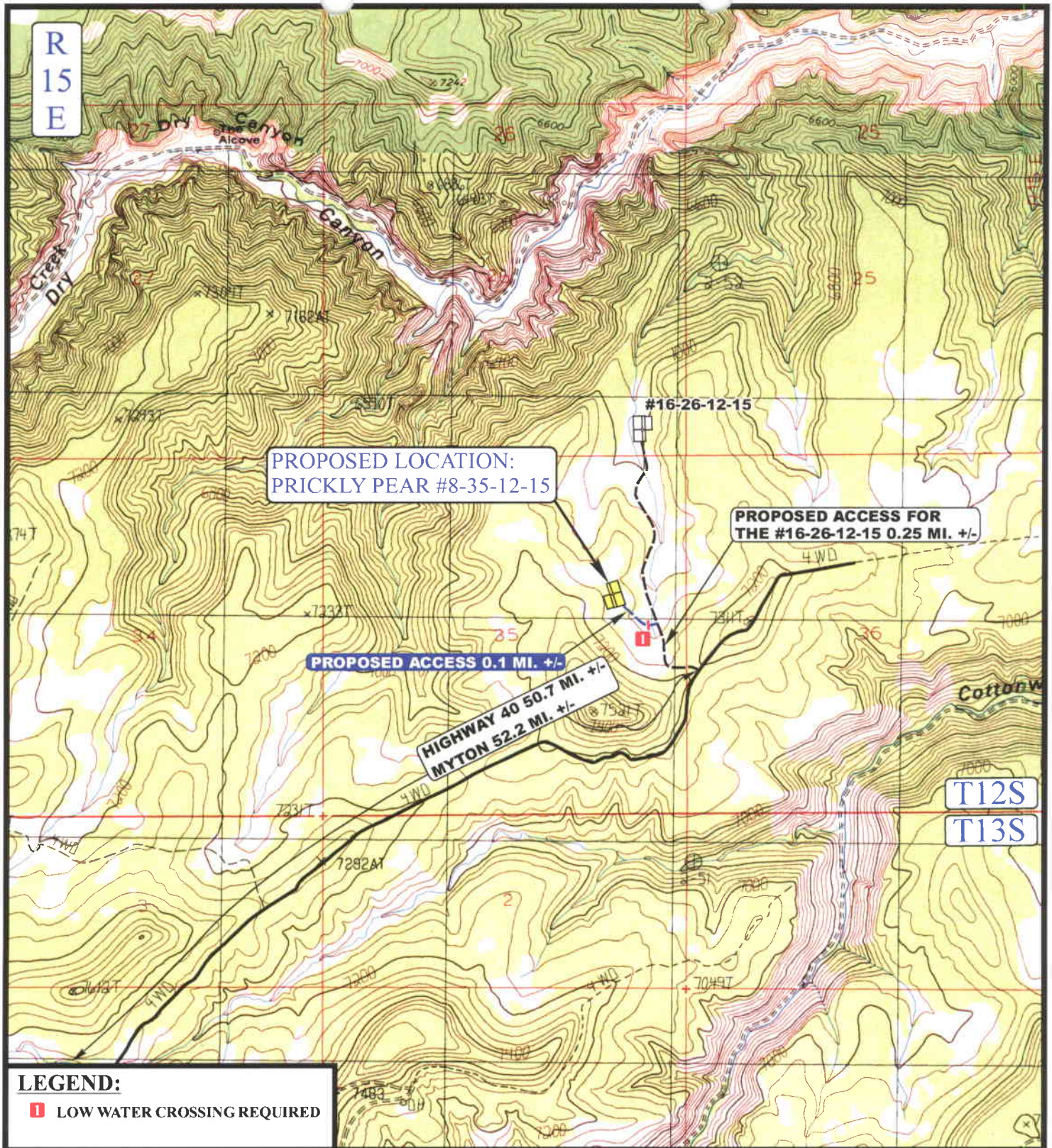
N

BILL BARRETT CORPORATION

PRICKLY PEAR #8-35-12-15
SECTION 35, T12S, R15E, S.L.B.&M.
2050' FNL 1057' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	01 MONTH	05 DAY	06 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: C.H.	REVISED: 00-00-00		



LEGEND:

EXISTING ROAD

PROPOSED ACCESS ROAD

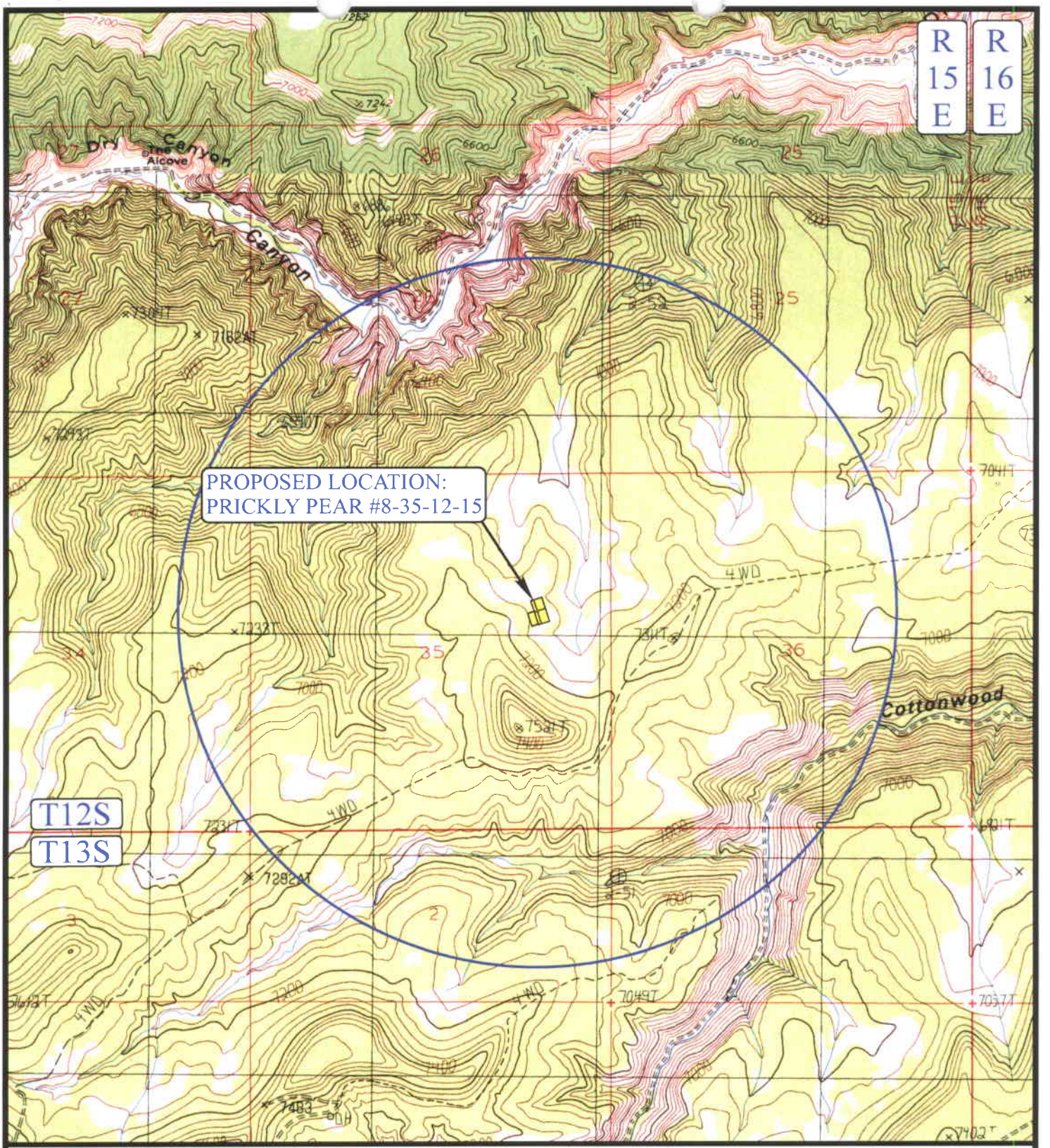
N

BILL BARRETT CORPORATION

PRICKLY PEAR #8-35-12-15
SECTION 35, T12S, R15E, S.L.B.&M.
2050' FNL 1057' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	01 MONTH	05 DAY	06 YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: C.H.	REVISED: 00-00-00		



LEGEND:

- DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- WATER WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED

N

BILL BARRETT CORPORATION

PRICKLY PEAR #8-35-12-15
SECTION 35, T12S, R15E, S.L.B.&M.
2050' FNL 1057' FEL

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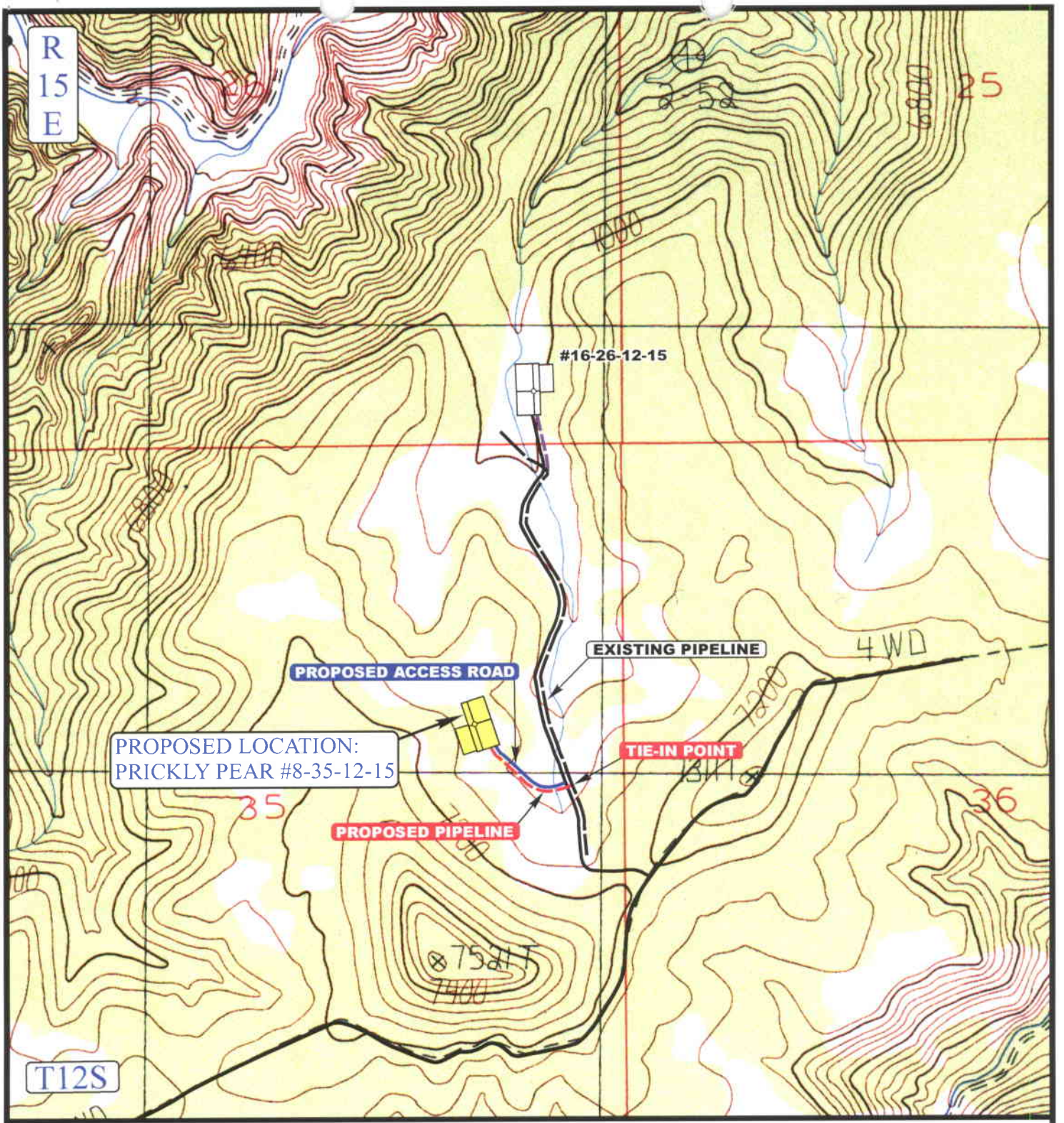
TOPOGRAPHIC MAP	01 MONTH	05 DAY	06 YEAR
SCALE: 1" = 2000'	DRAWN BY: C.H.	REVISED: 00-00-00	C TOPO



APPROXIMATE TOTAL PIPELINE DISTANCE = 760' +/-

LEGEND:

PROPOSED ACCESS ROAD
EXISTING PIPELINE
PROPOSED PIPELINE

N

BILL BARRETT CORPORATION

PRICKLY PEAR #8-35-12-15
SECTION 35, T12S, R15E, S.L.B.&M.
2050' FNL 1057' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	01 MONTH	05 DAY	06 YEAR	D TOPO
SCALE: 1" = 1000'	DRAWN BY: C.H.	REVISED: 00-00-00		

WORKSHEET

APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 05/16/2006

API NO. ASSIGNED: 43-007-31185

WELL NAME: PRICKLY PEAR U FED 8-35-12-15

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303-312-8120

CONTACT: DEBRA STANBERRY

PROPOSED LOCATION:

SENE 35 120S 150E

SURFACE: 2050 FNL 1057 FEL

BOTTOM: 2050 FNL 1057 FEL

COUNTY: CARBON

LATITUDE: 39.73199 LONGITUDE: -110.1980

UTM SURF EASTINGS: 568727 NORTHINGS: 4398109

FIELD NAME: PRICKLY PEAR (16)

INSPECT LOCATN BY: / /		
Tech Review	**Initials**	**Date**
Engineering		
Geology		
Surface		

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU 011604

PROPOSED FORMATION: PRRV

SURFACE OWNER: 1 - Federal

COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

✓ Plat

✓ Bond: Fed[1] Ind[] Sta[] Fee[]
(No. WYB000040)

N Potash (Y/N)

N Oil Shale 190-5 (B) or 190-3 or 190-13

✓ Water Permit
(No. 90-1826)

N RDCC Review (Y/N)
(Date:)

N/A Fee Surf Agreement (Y/N)

N/A Intent to Commingle (Y/N)

LOCATION AND SITING:

___ R649-2-3.

Unit: PRICKLY PEAR

___ R649-2-2. General

Siting: 460 From Qtr/Qtr & 920' Between Wells

___ R649-3-3. Exception

✓ Drilling Unit

Board Cause No: 256-1

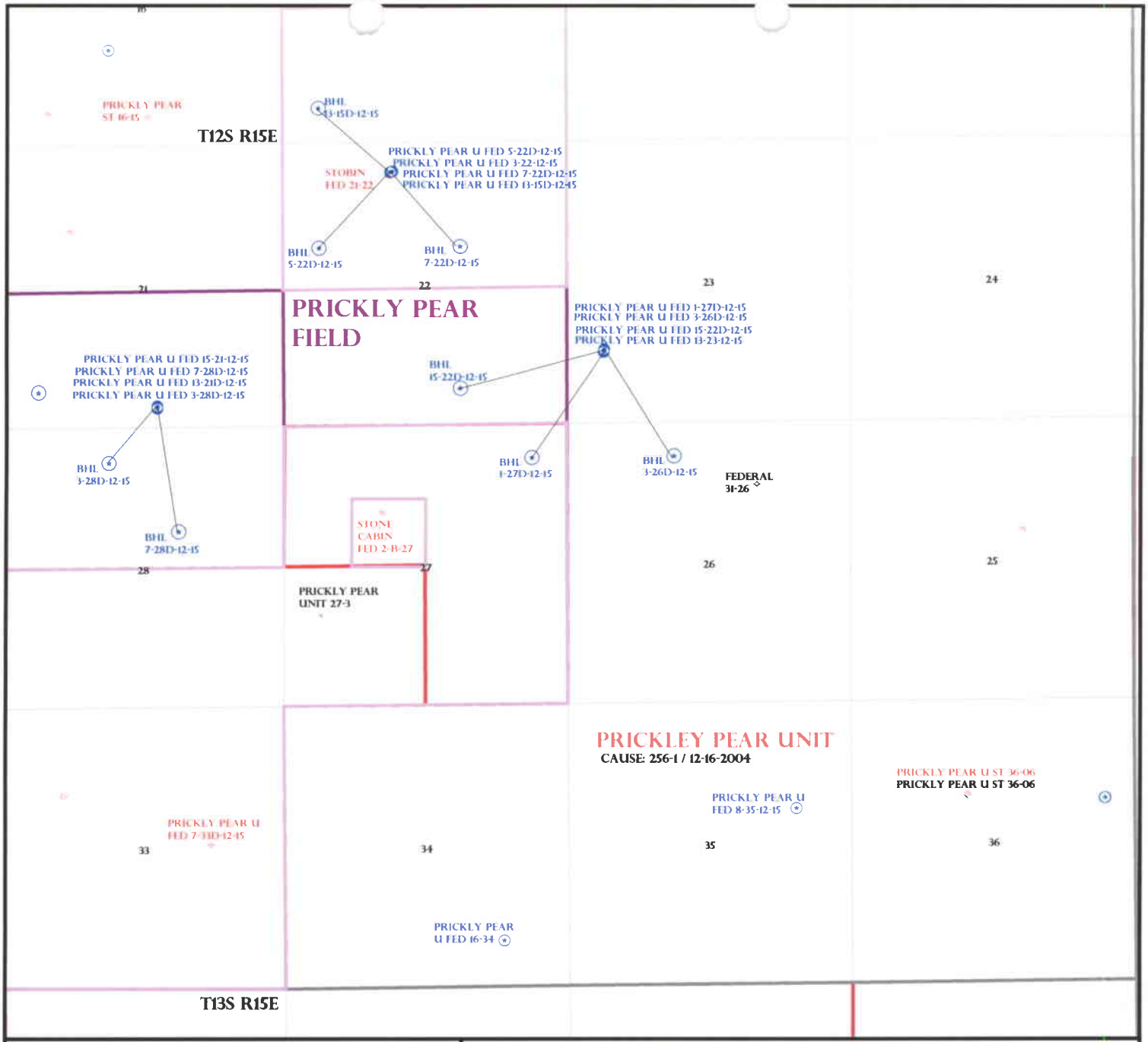
Eff Date: 12-16-2004

Siting: 460' fr u bdrys & uncomm. Tracts

___ R649-3-11. Directional Drill

COMMENTS:

STIPULATIONS: 1- Federal Approval



OPERATOR: BILL BARRETT CORP (N2165)

SEC: 22,35 T. 12S R. 15E

FIELD: PRICKLY PEAR (16)

COUNTY: CARBON

CAUSE: 256-1 / 12-16-2004

Field Status
- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- PROPOSED
- STORAGE
- TERMINATED

Unit Status
- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PENDING
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

Wells Status
- GAS INJECTION
- GAS STORAGE
- LOCATION ABANDONED
- NEW LOCATION
- PLUGGED & ABANDONED
- PRODUCING GAS
- PRODUCING OIL
- SHUT-IN GAS
- SHUT-IN OIL
- TEMP. ABANDONED
- TEST WELL
- WATER INJECTION
- WATER SUPPLY
- WATER DISPOSAL
- DRILLING

Utah Oil Gas and Mining

N
W E
S

PREPARED BY: DIANA WHITNEY
DATE: 19-MAY-2006

State of Utah

Department of Natural Resources

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas & Mining

JOHN R. BAZA
Division Director

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

May 22, 2006

Bill Barrett Corporation
1099 18th St., Suite 2300
Denver, CO 80202

Re: Prickly Pear Unit Federal 8-35-12-15 Well, 2050' FNL, 1057' FEL, SE NE, Sec. 35, T. 12 South, R. 15 East, Carbon County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann.§ 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-007-31185.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

cc: Carbon County Assessor
Bureau of Land Management, Moab District Office

1594 West North Temple, Suite 1210, PO Box 145801, Salt Lake City, UT 84114-5801
telephone (801) 538-5340 • facsimile (801) 359-3940 • TTY (801) 538-7458 • *www.ogm.utah.gov*

Operator: Bill Barrett Corporation

Well Name & Number Prickly Pear Unit Federal 8-35-12-15

API Number: 43-007-31185

Lease: UTU-011604

Location: SE NE **Sec.** 35 **T.** 12 South **R.** 15 East

Conditions of Approval

1. General

   Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

   Notify the Division within 24 hours of spudding the well.

   - Contact Carol Daniels at (801) 538-5284.

   Notify the Division prior to commencing operations to plug and abandon the well.

   - Contact Dan Jarvis at (801) 538-5338

3. Reporting Requirements

   All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

Form 3160-5
(April 2004)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

CONFIDENTIAL

FORM APPROVED
OM B No. 1004-0137
Expires: March 31, 2007

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

SUBMIT IN TRIPLICATE- Other instructions on reverse side.

5. Lease Serial No.
UTU 011604

6. If Indian, Allottee or Tribe Name
n/a

7. If Unit or CA/Agreement, Name and/or No.
Prickly Pear Unit

1. Type of Well
☐ Oil Well ☑ Gas Well ☐ Other

8. Well Name and No.
Prickly Pear Unit Fed 8-35-12-15

2. Name of Operator **BILL BARRETT CORPORATION**

9. API Well No.
~~pending~~ 43-007-31185

3a. Address
1099 18th Street Suite 2300 Denver CO 80202

3b. Phone No. *(include area code)*
303 312-8134

10. Field and Pool, or Exploratory Area
Prickly Pear Unit/Mesaverde

4. Location of Well *(Footage, Sec., T., R., M., or Survey Description)*
SE/4 NE/4 Section 35-T12S-R15E S.L.B.&M.
2050' FNL x 1057' FEL

11. County or Parish, State
Carbon County, Utah

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
☑ Notice of Intent	☐ Acidize	☐ Deepen	☐ Production (Start/Resume)	☐ Water Shut-Off
☐ Subsequent Report	☐ Alter Casing	☐ Fracture Treat	☐ Reclamation	☐ Well Integrity
☐ Final Abandonment Notice	☐ Casing Repair	☐ New Construction	☐ Recomplete	☑ Other **Revised access road and pipeline route**
	☐ Change Plans	☐ Plug and Abandon	☐ Temporarily Abandon	
	☐ Convert to Injection	☐ Plug Back	☐ Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

ON JUNE 15, 2006 MARY MADDUX WITH THE PRICE BLM OFFICE CONDUCTED AN ONSITE FOR THE ABOVE WELL WITH A REPRESENTATIVE FROM BBC. SUBSEQUENT TO THE ONSITE AND UPON THE REQUEST OF THE BLM, BBC MOVED THE ACCESS ROAD AND PIPELINE SOUTH AND WEST, HUGGING THE TREE LINE. THIS WAS DONE IN AN EFFORT TO ELIMINATE AN IDENTIFIED LOW WATER CROSSING. REVISED PLATS AND THE REVISED ARCHEOLOGICAL REPORT ARE ATTACHED INDICATING THIS NEW ACCESS/PIPELINE ROUTE.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY

14. I hereby certify that the foregoing is true and correct
Name *(Printed/Typed)* **Tracey Fallang** Title **Environmental/Regulatory Analyst**

Signature Tracey Fallang Date **06/27/2006**

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

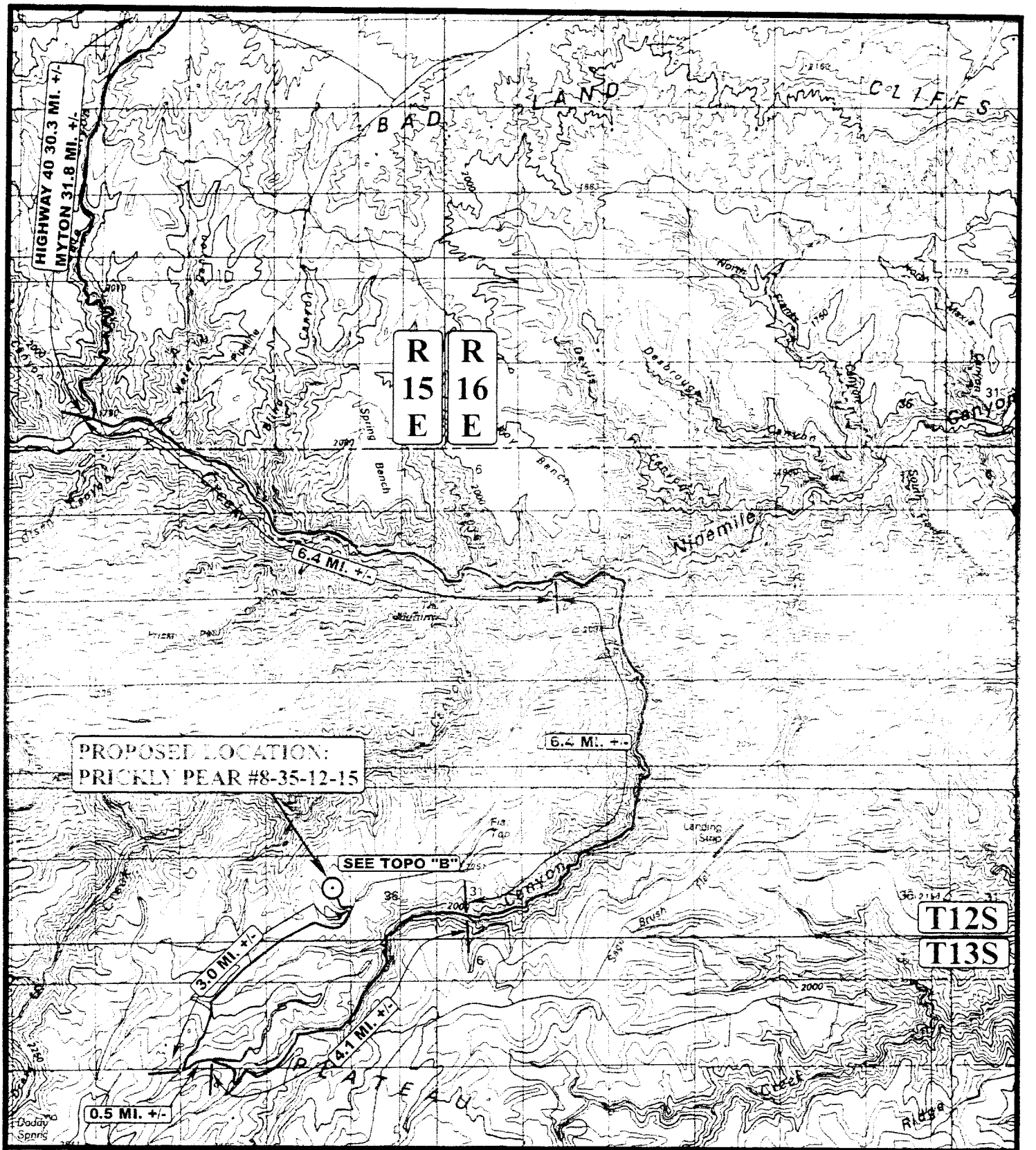
Approved by _____ Title _____ Date _____

Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon. Office

RECEIVED
JUN 28 2006
DIV. OF OIL, GAS & MINING

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Instructions on page 2)



LEGEND:

⊙ PROPOSED LOCATION

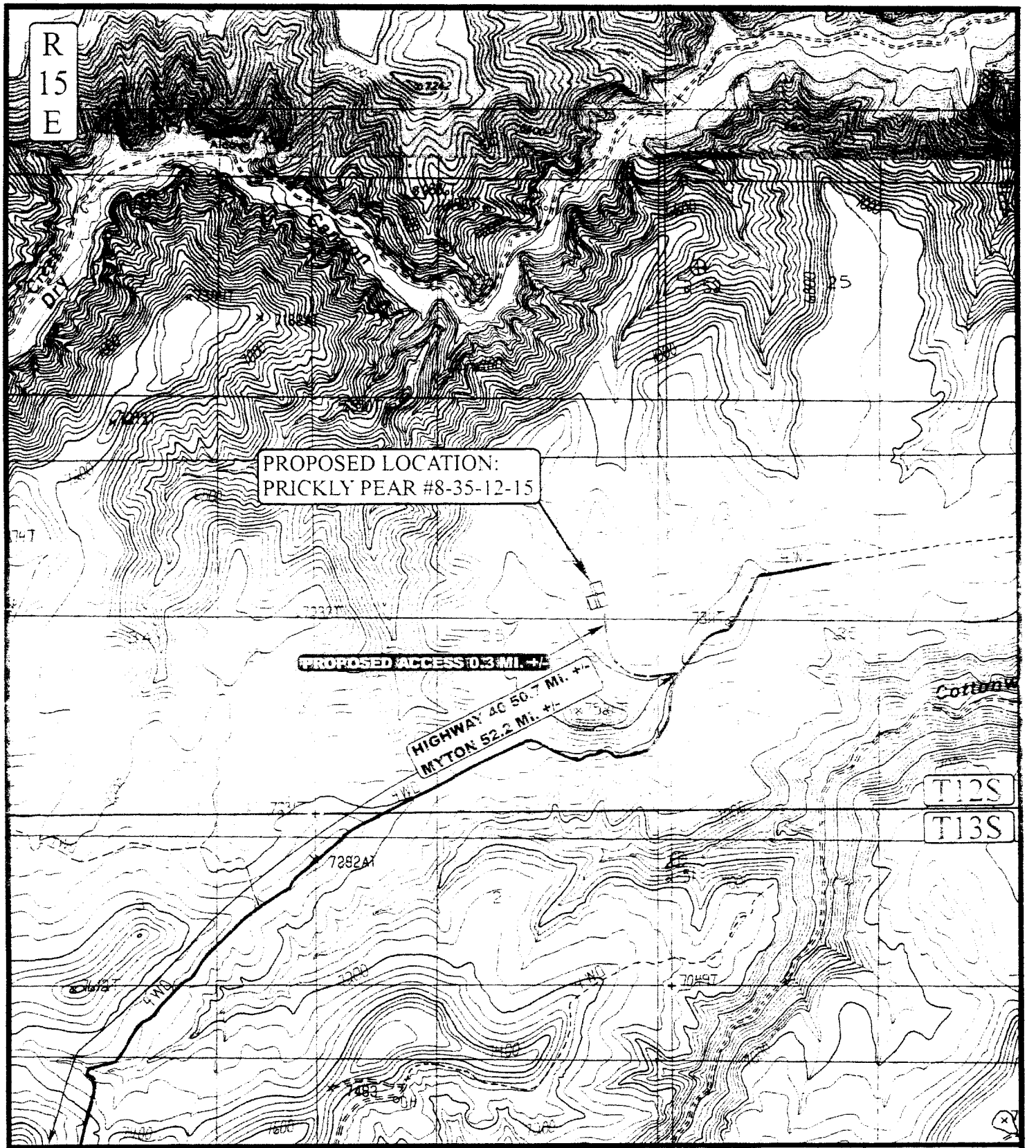
N

BILL BARRETT CORPORATION

PRICKLY PEAR #8-35-12-15
SECTION 35, T12S, R15E, S.L.B.&M.
2050' FNL 1057' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	01 MONTH	05 DAY	06 YEAR
SCALE: 1:100,000	DRAWN BY: C.H.	REVISED: 06-21-06	A TOPO



LEGEND:

EXISTING ROAD

PROPOSED ACCESS ROAD

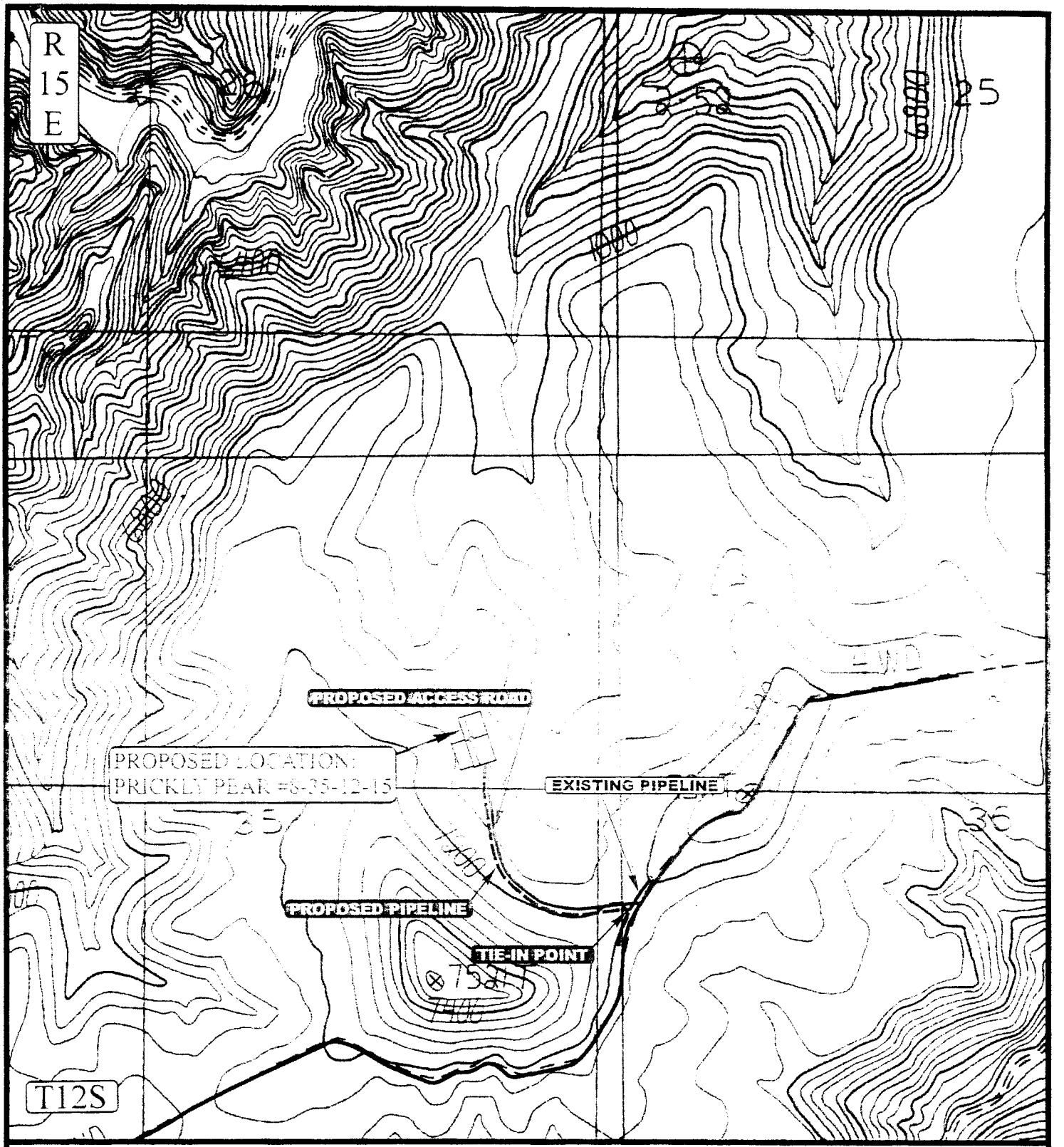
N

BILL BARRETT CORPORATION

PRICKLY PEAR #8-35-12-15
SECTION 35, T12S, R15E, S.L.B.&M.
2050' FNL 1057' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	01 MONTH	05 DAY	06 YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: C.H.	REVISED: 06-21-06		



APPROXIMATE TOTAL PIPELINE DISTANCE = 1780' +/-

LEGEND:

PROPOSED ACCESS ROAD
EXISTING PIPELINE
PROPOSED PIPELINE

N

BILL BARRETT CORPORATION

PRICKLY PEAR #8-35-12-15
SECTION 35, T12S, R15E, S.L.B.&M.
2050' FNL 1057' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	01 MONTH	05 DAY	06 YEAR	D TOPO
SCALE: 1" = 1000'	DRAWN BY: C.H.	REVISED: 06-21-06		

ARCHAEOLOGICAL SURVEY OF REROUTES FOR PROPOSED PRICKLY PEAR #8-35-12-15, #10-27-12-15, AND #16-26-12-15 WELL LOCATIONS IN CARBON COUNTY, UTAH

ADDENDUM TO: CULTURAL RESOURCE INVENTORY OF BILL BARRETT CORPORATION'S PROPOSED PRICKLY PEAR #10-27-12-15 AND #8-35-12-15 WELL LOCATIONS IN CARBON COUNTY, UTAH

Patricia Stavish

ARCHAEOLOGICAL SURVEY OF REROUTES FOR PROPOSED PRICKLY PEAR #8-35-12-15, #10-27-12-15, AND #16-26-12-15 WELL LOCATIONS IN CARBON COUNTY, UTAH

ADDENDUM TO: CULTURAL RESOURCE INVENTORY OF BILL BARRETT CORPORATION'S PROPOSED PRICKLY PEAR #10-27-12-15 AND #8-35-12-15 WELL LOCATIONS IN CARBON COUNTY, UTAH

By:
Patricia Stavish

Prepared For:

Bureau of Land Management
Price Field Office
and
State of Utah
School and Institutional Trust
Lands Administration

Prepared Under Contract With:

Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

Prepared By:

Montgomery Archaeological Consultants, Inc.
P.O. Box 219
Moab, Utah 84532

MOAC Report No. 06-161b

June 23, 2006

United States Department of Interior (FLPMA)
Permit No. 06-UT-60122

State of Utah Antiquities Project (Survey)
Permit No. U-06-MQ-0861b

INTRODUCTION

A cultural resource inventory was conducted by Montgomery Archaeological Consultants Inc. (MOAC) for Bill Barrett Corporation's (BBC) reroutes for proposed Prickly Pear #8-35-12-15, #10-27-12-15, and #16-26-12-15 well locations in Carbon County, Utah. The project area is located in Sections 26, 27, 34, 35, and 36, Township 12 South, Range 15 East. The survey was implemented at the request of Mr. Matt Barber, Bill Barrett Corporation, Denver, Colorado. The project is situated on public lands administered by the Bureau of Land Management (BLM), Price Field Office, and on land administered by the State of Utah School and Institutional Trust Lands Administration (SITLA).

The objectives of the inventory were to locate, document, and evaluate any cultural resources within the project area in accordance with Section 106 of 36 CFR 800, the National Historic Preservation Act of 1966 (as amended). Also, the inventory was implemented to attain compliance with a number of federal and state mandates, including the National Historic Preservation Act (NHPA) of 1969 (as amended), the Archaeological and Historic Conservation Act of 1974, the Archaeological Resources Protection Act of 1979, and the American Indian Religious Freedom Act of 1978.

The fieldwork was performed on June 19, 2006 by Mark Bond (Field Supervisor). The inventory was completed under the auspices of U.S.D.I. (FLPMA) Permit No. 06-UT-60122, and State of Utah Antiquities Permit (Survey) No. U-06-MQ-0861b issued to Montgomery Archaeological Consultants, Inc., Moab, Utah.

Numerous cultural resource inventories have been conducted in and near the current project area. These inventories synthesized previous investigations and identified, or in some cases re-documented, recorded sites.

In April 2003, MOAC completed an inventory of 10 well locations with associated access and pipeline corridors, and the Flat Mesa gathering system for Bill Barrett Corporation (Elkins and Bond 2003). Well locations surveyed were PP #5-13, PP #13-16, PP #16-34, PP # 6-2, PP #13-36, PP #8-2, PP #36-06, PP #8-36, PP #7-25, and Jack Canyon Unit State #4-32. The inventory resulted in the documentation of four new sites (42Cb1861, 42Cb1862, 42Cb1863, and 42Cb1864), one isolated find of artifact (IF-A), and three previously recorded sites (42Cb1716, 42Cb1751, and 42Cb1753). None of these sites occur in the current project area.

In September 2003, MOAC conducted a cultural resource inventory of Bill Barrett Corporation's five well locations in Township 12 South, Range 15 East, Section 36; resulting in no cultural resources (Montgomery 2003).

In April 2006, MOAC completed an inventory of Bill Barrett Corporation's proposed Prickly Pear #10-27-12-15 and #8-35-12-15 well locations in Township 12 South, Range 15 East, Sections 27 and 35; resulting in no cultural resources (Stavish 2006).

In June 2006, MOAC conducted a cultural resource inventory of Bill Barrett Corporation's five proposed interim well locations (including Prickly Pear #16-26-12-15) in Township 12 South, Range 14 East, Section 12; and Township 12 South, Range 15 East, Sections 14, 19, 26, and 33 (Lower-Eskelson 2006). The inventory resulted in no cultural resources.

In summary, although numerous inventories have been completed in the area, no cultural resources occur in the immediate project area.

DESCRIPTION OF PROJECT AREA

The project area lies south of Nine Mile Canyon near the head of Prickly Pear Canyon, Carbon County, Utah. The proposed reroutes occur in the Stone Cabin Gas Field immediately south of Nine Mile Canyon and east of Harmon Canyon. The legal description is Township 12 South, Range 15 East, Sections 26, 27, 34, 35, and 36 (Figure 1). The length of the proposed reroute for Prickly Pear #8-35-12-15 is 2793 ft; the proposed reroute for Prickly Pear #10-27-12-15 is 3818 ft in length; and the proposed reroute for Prickly Pear #16-26-12-15 measures 3516 ft in length. A total of 51 acres was inventoried, of which 40.2 acres occur on land administered by the Bureau of Land Management, Price Field Office; and 10.8 acres occur on land administered by the State of Utah School and Institutional Trust Lands Administration (SITLA).

Environmental Setting

In general, the study area is situated within the Book Cliff-Roan Plateau physiographic subdivision of the Colorado Plateau (Stokes 1986). Topographically, this area consists of exposed stratigraphic escarpments which extend and dip northward under the younger materials of the Uintah Basin. The Book Cliffs are carved from Cretaceous age Mesa Verde Group sandstones, while the Roan Cliffs are comprised of river and flood plain deposits from the Paleocene and Eocene ages (Stokes 1986). More specifically, the project is located south of Nine Mile Canyon, a major east-west trending canyon bordered on the south side by the West Tavaputs Plateau. Nine Mile Canyon is less than 1/4 mile wide, and is characterized by discontinuous and divided terraces. The canyon walls are composed of very friable siltstone cliffs which break away in tabular and angular boulders. Remnants of Pleistocene gravel terraces are found periodically along the edge of the flood plain at the base of the canyon walls. Geologically, the project area is composed of the Eocene age Green River Formation; a lacustrine deposit containing claystone, sandstone, and carbonate beds of a variety of colors (e.g. red, green, gray, brown, and black) (Stokes 1986:154). The canyon is cut by Nine Mile Creek (also known as Minnie Maude Creek), which drains a large area of the West Tavaputs Plateau, and flows east through Nine Mile Canyon where it joins the Green River at Desolation Canyon. More specific to the immediate project area, major water sources include springs and drainages in Dry and Cottonwood Canyons. The elevation ranges between 7000 and 7200 feet asl. Modern disturbances in the area consist of oil/gas development, livestock grazing, recreation, and roads.

Situated within the Upper Sonoran life zone, the project area supports a pinyon-juniper woodland and desert shrub community. Along the drainage in Prickly Pear Canyon, the riparian community supports willows, cottonwoods, and tamarisk. A pinyon-juniper woodland dominates the inventory area with an understory of big sagebrush, greasewood, prickly pear cactus, Indian ricegrass, and cheatgrass.

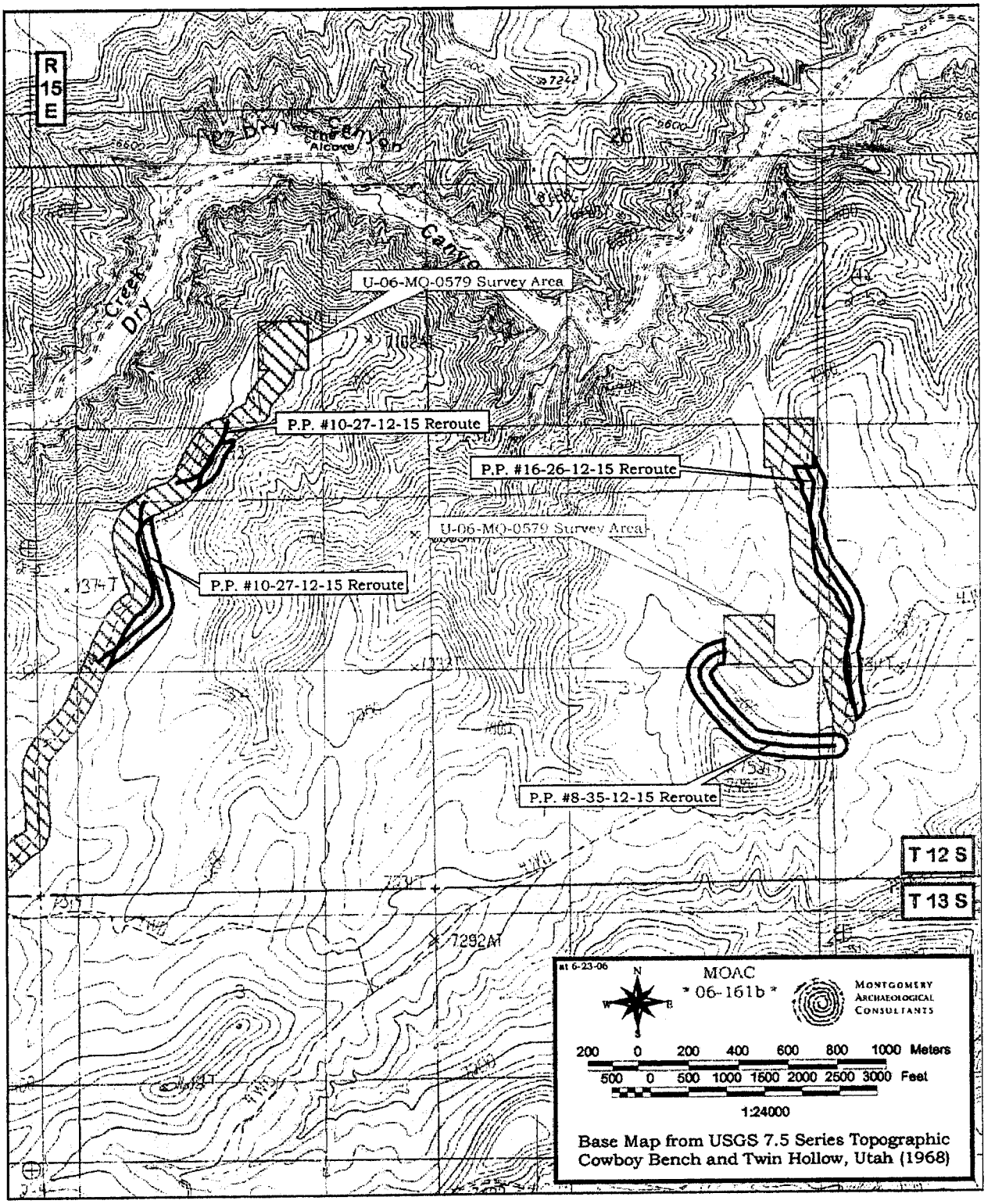


Figure 1. Bill Barrett Corporation's Reroutes For Proposed Prickly Pear #8-35-12-15, #10-27-12-15, and #16-26-12-15 Well Locations, Carbon County, Utah.

SURVEY METHODOLOGY

An intensive pedestrian survey was performed for this project which is considered 100% coverage. The proposed access and pipeline corridor reroutes were surveyed to a width of 91 m (300 ft), and were inspected by walking parallel transects along the staked centerline, spaced no more than 10 m (30 ft) apart. Ground visibility was considered to be good. A total of 51 acres was inventoried, of which 40.2 acres occur on land administered by the Bureau of Land Management (BLM), Price Field Office; and 10.8 acres occur on land administered by the State of Utah School and Institutional Trust Lands Administration (SITLA).

RESULTS AND RECOMMENDATIONS

The inventory of Bill Barrett Corporation's proposed access and pipeline corridor reroutes for Prickly Pear #8-35-12-15, #10-27-12-15, and #16-26-12-15 well locations resulted the finding of no cultural resources. Based on the findings, a determination of "no historic properties affected" is recommended for the project pursuant to Section 106, CFR 800.

REFERENCES CITED

Elkins, M and M. Bond
2003 Cultural Resource Inventory of Bill Barrett Corporations's Ten Well Locations and the Flat Mesa Gathering System Near Nine Mile Canyon, Carbon County, Utah. Montgomery Archaeological Consultants, Inc., Moab, Utah. Project No. 03-U-MQ-0398.

Lower-Eskelson, K.
2006 Cultural Resource Inventory of Bill Barrett Corporation's Five Proposed Interim Wells: 13-14-12-15, 15-12-12-14, 15-19-12-15, 16-26-12-15 and 16-33-12-15 (T12S R14E Sec. 12, and T12S R15E Sec. 14, 19, 26 & 33) Carbon County, Utah. Montgomery Archaeological Consultants, Inc., Moab, Utah. Project No. U-06-MQ-0800b,s.

Montgomery, K.
2003 Cultural Resource Inventory of Bill Barrett Corporation's Five Well Locations in Township 12S, Range 15E, Section 36 Carbon County, Utah. Montgomery Archaeological Consultants, Inc., Moab, Utah. Project No. U-03-MQ-0848s.

Stavish, P.
2006 Cultural Resource Inventory of Bill Barrett Corporation's Proposed Prickly Pear #10-27-12-15 and #8-35-12-15 Well Locations in Carbon County, Utah. Montgomery Archaeological Consultants, Inc., Moab, Utah. Project No. U-06-MQ-0579b.

Stokes, W.L.
1986 *Geology of Utah*. Utah Museum of Natural History and Utah Geological and Mineral Survey. Salt Lake City.

CONFIDENTIAL

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER: UTU 011604

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: n/a

7. UNIT or CA AGREEMENT NAME: Prickly Pear/UTU-079487

1. TYPE OF WELL: OIL WELL ☐ GAS WELL ☑ OTHER

8. WELL NAME and NUMBER: Prickly Pear U Federal 8-35-12-15

2. NAME OF OPERATOR: BILL BARRETT CORPORATION

9. API NUMBER: 4300731185

3. ADDRESS OF OPERATOR: 1099 18th Street, Suite 2300 CITY Denver STATE CO ZIP 80202

PHONE NUMBER: (303) 312-8134

10. FIELD AND POOL, OR WILDCAT: Prickly Pear/Wasatch-Mesaverde

4. LOCATION OF WELL

FOOTAGES AT SURFACE: 2050' FNL, 1057' FEL

COUNTY: Carbon

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SENE 35 12S 15E

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☑ NOTICE OF INTENT (Submit in Duplicate)	☐ ACIDIZE	☐ DEEPEN	☐ REPERFORATE CURRENT FORMATION
Approximate date work will start:	☐ ALTER CASING	☐ FRACTURE TREAT	☐ SIDETRACK TO REPAIR WELL
	☐ CASING REPAIR	☐ NEW CONSTRUCTION	☐ TEMPORARILY ABANDON
	☐ CHANGE TO PREVIOUS PLANS	☐ OPERATOR CHANGE	☐ TUBING REPAIR
	☐ CHANGE TUBING	☐ PLUG AND ABANDON	☐ VENT OR FLARE
☐ SUBSEQUENT REPORT (Submit Original Form Only)	☐ CHANGE WELL NAME	☐ PLUG BACK	☐ WATER DISPOSAL
Date of work completion:	☐ CHANGE WELL STATUS	☐ PRODUCTION (START/RESUME)	☐ WATER SHUT-OFF
	☐ COMMINGLE PRODUCING FORMATIONS	☐ RECLAMATION OF WELL SITE	☑ OTHER: Permit Extension
	☐ CONVERT WELL TYPE	☐ RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

This sundry is being submitted to request an extension on the APD which expires on 5/22/07.

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 05-21-07

By:

COPY SENT TO OPERATOR
Date: 5-21-07
Initials: DM

NAME (PLEASE PRINT) Tracey L. Fallang TITLE Environmental/Regulatory Analyst

SIGNATURE Tracey Fallang DATE 5/17/2007

(This space for State use only)

RECEIVED
MAY 18 2007
DIV. OF OIL, GAS & MINING

(5/2000) (See Instructions on Reverse Side)

[redacted]

CONFIDENTIAL

Application for Permit to Drill
Request for Permit Extension
Validation
(this form should accompany the Sundry Notice requesting permit extension)

API: 4300731185
Well Name: Prickly Pear Unit Federal #8-35-12-15
Location: SENE, Sec. 35, T12S-R15E
Company Permit Issued to: Bill Barrett Corporation
Date Original Permit Issued: 5/22/2006

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes☐No☑

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes☐No☑

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes☐No☑

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes☐No☑

Has the approved source of water for drilling changed? Yes☐No☑

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes☐No☑

Is bonding still in place, which covers this proposed well? Yes☑No☐

Tracy Fallang
Signature

5/17/2007
Date

Title: Environmental/Regulatory Analyst

Representing: Bill Barrett Corporation

RECEIVED
MAY 18 2007
DIV. OF OIL, GAS & MINING

JON M. HUNTSMAN, JR.
Governor
GARY R. HERBERT
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

June 23, 2008

Tracey Fallang
Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, Colorado 80202

Re: APD Rescinded – Prickly Pear Unit Fed 8-35-12-15 Sec. 35, T.12S, R.15E Carbon County, Utah API No. 43-007-31185

Dear Ms. Fallang:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on May 22, 2006. On May 21, 2007, the Division granted a one-year APD extension. On June 18, 2008, you requested that the division rescind the state approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective June 18, 2008.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject locations.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Mason
Environmental Scientist

cc: Well File
Bureau of Land Management, Vernal

1594 West North Temple, Suite 1210, PO Box 145801, Salt Lake City, UT 84114-5801
telephone (801) 538-5340 • facsimile (801) 359-3940 • TTY (801) 538-7458 • *www.ogm.utah.gov*

UTAH DNR OIL, GAS & MINING